

2023



Citigroup Inc. 2023 Notice of Annual Meeting and Proxy Statement

April 25, 2023
9:00 a.m. Eastern Time

Virtual Annual Meeting Site:
www.virtualshareholdermeeting.com/CITI2023



Citigroup Inc.
388 Greenwich Street
New York, New York 10013

March 15, 2023

Dear Stockholder:

We cordially invite you to attend Citi's 2023 Annual Meeting, which will be held on Tuesday, April 25, 2023, at 9:00 a.m. Eastern Time. This year's Annual Meeting will be held in a virtual format through a live webcast to facilitate stockholder attendance regardless of location and reduce the carbon footprint of Citi's activities. Details relating to the Annual Meeting logistics are provided in this 2023 Proxy Statement and at www.virtualshareholdermeeting.com/CITI2023.

At the Annual Meeting, stockholders will vote on a number of important matters. Please take the time to carefully read each of the proposals described in the Proxy Statement.

Thank you for your support of Citi.

Sincerely,

A handwritten signature in black ink that reads "John C. Dugan".

John C. Dugan
Chair of the Board

2023 Board Letter to Stockholders



Early in 2022 at Investor Day, with the Board's full support, Citi laid out its key strategic and Transformation goals, both to improve its financial performance over time and to position itself to weather significant challenges. This proved timely, as the remainder of 2022 did indeed present some difficult and unexpected challenges, and Citi made real progress on its key goals in ways that helped the company successfully navigate those challenges.

One such challenge, of course, was the series of events set in motion by the war in Ukraine. When the war began, Citi had the largest presence of any U.S. bank in both Ukraine and Russia. Drawing on long experience in managing country risk, the company was able to keep its operations running in Ukraine without interruption, while strongly supporting our local employees. In Russia, Citi swiftly and substantially reduced its risk exposures and losses while taking decisive action to begin winding down its operations. The Board is very proud of the agile and effective measures that management has taken in both countries.

A second key challenge was macroeconomic, as inflation became so pronounced for the first time since the 1980s that the Federal Reserve was forced to embark on a historically sharp series of interest rate hikes - a course of action that has profoundly impacted global markets and businesses, including Citi's.

Despite these challenges, Citi made substantial progress on the Board-approved strategic goals laid out at Investor Day. First, on the goal to divest 14 non-U.S. consumer businesses, the firm announced closings of five sales of consumer businesses in 2022; another two in the first quarter of 2023; and that two more are on track to close later in 2023. In addition, the firm made substantial progress in the wind downs of its consumer business in Korea and its overall business in Russia, and announced the intent to wind down its consumer business in China. And with respect to the consumer business of Citibankamex - our largest consumer business outside the United States - Citi made significant progress in a rigorous sales process to identify a buyer or, in the alternative, to pursue an initial public offering. While there are near-term costs associated with these divestitures, their net effect will simplify Citi, significantly reduce the number of its employees, and release capital over time.

Citi also delivered in 2022 on the short-term financial goals announced at Investor Day. Due to the challenges described above, some of our businesses performed better than projected, and some worse. For example, higher interest rates significantly increased interest income and the performance of our credit card and services businesses, especially the Treasury and Trade Solutions business. Similarly, significant market volatility translated into a strong year for our markets business. On the other hand, the precipitous decline in deal activity throughout the world produced a down year for our banking business, and the decline in equity prices proved a significant headwind for parts of our Global Wealth business. Overall, our consolidated financial results for the year were solid, as the company met or exceeded nearly all short-term Investor Day targets, most notably for increased revenue; total expenses; a higher risk-based capital ratio; and well managed cost of credit. This demonstrated the strength of Citi's diverse sources of income and management's ability to navigate the business through periods of real uncertainty.

While meeting short-term financial goals is important, the Board recognizes that there remains a significant gap between the performance of Citi and many of its large bank competitors. We are also keenly aware of and disappointed in Citi's performance as measured by the key metric of Total Shareholder Return. But the whole point of the refreshed strategy announced at Investor Day is to change the dynamic that has produced these outcomes: to simplify, divest, adjust the business mix, and transform our risk management and control environment. Most of these actions increase expenses in the near term, but they should reduce expenses and increase revenues in both the mid- and longer term, which in turn will increase Citi's critically important Return on Tangible Common Equity - and that, we believe, is the clearest path to increasing Total Shareholder Return. Management achieved the short-term goals of the first year of the Investor Day strategy; now it must continue to execute to achieve the goals in 2023 and beyond.

Turning to the transformation of Citi's risk and control environment, the end of 2022 marked the end of the Transformation's first, foundational phase. Here also there was progress. With respect to the Consent Orders entered into with the Federal Reserve and the Office of the Comptroller of the Currency that are directly related to the Transformation, the Board determined that Citi prepared remediation plans that were responsive to the company's objectives. In addition, in terms of execution, management performed above 90% relative to targets on each metric

category for Phase I. Among the key tangible outcomes are: new stress testing capabilities that enable faster, better informed risk decisions, which proved extremely useful in addressing the potential consequences from the war in Ukraine; significantly improved standardization of our reporting ledgers; a greatly streamlined approval process for new products; and establishment of comprehensive new governance and prioritization processes for improving Citi's data quality.

Notwithstanding this progress, the Board recognizes that Phase 1 was just that: the earliest, foundational phase with a challenging list of outcomes to achieve in subsequent phases to successfully transform Citi's risk and control environment. The Board's Transformation Oversight Committee is focusing its oversight, in Phase 2 and beyond, on management's execution resulting in measurable and tangible improvements in Risk Management and Controls – not just at the end of the Transformation, but during every phase along the way.

In sum, 2022 was a year in which Citi set forth a clear strategy and took concrete measures to successfully execute the near-term goals of that strategy. Your Board of Directors believes that, despite some difficult and unusual challenges, the company is on track – but with more work to do as we move forward with the refreshed strategy and the Transformation.

Thank you for your ongoing support of Citi. Dialogue with stockholders is a fundamental feature of a well governed organization, and we will continue to make it a priority. Please write with any concerns or suggestions to: Citigroup Inc. Board of Directors, c/o Brent J. McIntosh, General Counsel and Corporate Secretary, 388 Greenwich Street, New York, NY 10013.

Ellen M. Costello

Grace E. Dailey

Barbara J. Desoer

John C. Dugan

Jane N. Fraser

Duncan P. Hennes

Peter B. Henry

S. Leslie Ireland

Renée J. James

Gary M. Reiner

Diana L. Taylor

James S. Turley

Casper W. von Koskull

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Notice of Annual Meeting of Stockholders



Citigroup Inc.
388 Greenwich Street
New York, New York 10013

Dear Stockholder:

Citi's Annual Stockholders' Meeting will be held on Tuesday, April 25, 2023, at 9:00 a.m. Eastern Time (E.T.) through a virtual meeting platform. Please go to the "Register for Meeting" link at www.proxyvote.com to register for the meeting. Live audio of the 2023 Annual Meeting will be webcast at www.citigroup.com. You or your proxyholder can participate, vote, ask questions, and examine the rules of the meeting at the Virtual Annual Meeting by visiting www.virtualshareholdermeeting.com/CITI2023 and using your 16-digit control number. Electronic entry to the meeting will begin at 8:45 a.m. E.T. and the meeting will begin promptly at 9:00 a.m. E.T. If you encounter difficulties accessing the virtual meeting, please call the technical support number that will be posted at www.virtualshareholdermeeting.com/CITI2023.

At the meeting, stockholders will be asked to:

1. elect the directors listed in Proposal 1,
2. ratify the selection of Citi's independent registered public accountants for 2023,
3. consider an advisory vote to approve our 2022 executive compensation,
4. approve additional shares for the Citigroup 2019 Stock Incentive Plan,
5. consider an advisory vote to approve the frequency of future advisory votes on executive compensation,
6. act on certain stockholder proposals, and
7. consider any other business properly brought before the meeting, or any adjournment or postponement thereof, by or at the direction of the Board of Directors.

Citi has utilized the Securities and Exchange Commission (SEC) rule allowing companies to furnish proxy materials to its stockholders over the Internet. This process allows us to expedite our stockholders' receipt of proxy materials, lower the costs of distribution, and reduce the environmental impact of our 2023 Annual Meeting.

In accordance with this rule, on or about March 15, 2023, we sent to those current stockholders who were stockholders at the close of business on February 27, 2023, a notice of the 2023 Annual Meeting containing a *Notice of Internet Availability of Proxy Materials* (Notice). The Notice contains instructions on how to access our Proxy Statement and Annual Report and vote online. If you received a Notice and would like to receive a printed copy of our proxy materials from us instead of downloading a printable version from the Internet, please follow the instructions for requesting such materials included in the Notice.

By order of the Board of Directors,

Brent J. McIntosh
Corporate Secretary
March 15, 2023

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Proxy Statement Highlights

Voting Items

Proposal 1: Election of Directors (Pages 45-66)

The Board recommends you vote **FOR** each nominee

Proposal 2: Ratification of Selection of Independent Registered Public Accountants (Pages 68-69)

The Board recommends you vote **FOR** this proposal

Proposal 3: Advisory Vote to Approve Our 2022 Executive Compensation (Pages 70-110)

The Board recommends you vote **FOR** this proposal

Proposal 4: Approval of Additional Shares for the Citigroup 2019 Stock Incentive Plan (Pages 111-119)

The Board recommends you vote **FOR** this proposal

Proposal 5: Advisory Vote to Approve the Frequency of Future Advisory Votes on Executive Compensation (Page 120)

The Board recommends you vote **FOR** 1-Year on an advisory vote on executive compensation

Stockholder Proposals 6-9 (Pages 121-130)

The Board recommends you vote **AGAINST** each of the stockholder proposals

Meeting and Voting Information

(For additional information, please see *About the 2023 Annual Meeting* starting on page 132.)



Date and Time

April 25, 2023, 9:00 a.m. E.T.



Record Date

February 27, 2023



Voting

Stockholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each Director nominee and one vote for each of the other proposals to be voted on.



Admission Procedures

Please register to attend Citi's 2023 Annual Meeting. Please go to the "Register for Meeting" link at www.proxyvote.com to register for the virtual meeting. Go to www.virtualshareholdermeeting.com/CITI2023 to attend the virtual meeting. Please remember to submit your 16-digit control number on your proxy card or voting instruction form as well as your first and last name and your email address.

Board and Corporate Governance Highlights

Citi's Board of Directors

The members of the Board of Directors each have the qualifications and experience to guide Citi's strategy and oversee management's execution of that strategic vision. Citi's Board of Directors consists of individuals with the skills and backgrounds necessary to oversee Citi's efforts on delivering sustainable, client-led revenue growth while operating within a complex financial and regulatory environment.

Independence

1 Executive Director

12 Independent Directors



92% of our Board members are **Independent**.

Board Refreshment

>10 YEARS

1 Director

8-10 YEARS

4 Directors

4-7 YEARS

6 Directors

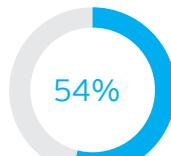
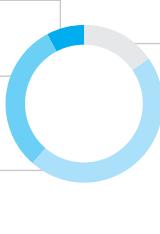
<4 YEARS

2 Directors

Diversity

Women

Racially Diverse



7 Directors



1 Director

The average tenure of our Board members is **7 years** and only **one** Board member has served for **more than 10 years**. There have been **4 new Directors** elected within the past **5 years**, one of whom was elected in 2023.

Citi's Board is committed to ensuring that it is composed of individuals whose backgrounds reflect the **diversity represented by our employees, customers, stockholders, and stakeholders**. Based on the voluntary self-identification of gender, race, ethnicity, and sexual orientation by our Board members, the graphs disclose the diversity of the Board.

Citi's Board of Directors

Name and Primary Qualifications	Age	Director Since	Principal Occupation and Other Current Public Company Directorships	Citi Committees					
				A	CPC	E	NGP	RM	T
Ellen M. Costello 	68	2016	Former President and CEO, BMO Financial Corporation, and Former U.S. Country Head, BMO Financial Group <i>Board: Diebold Nixdorf, Inc. (until April 27, 2023)</i>	●					●
Grace E. Dailey 	62	2019	Former Senior Deputy Comptroller for Bank Supervision Policy and Chief National Bank Examiner, Office of the Comptroller of the Currency	●					●
Barbara J. Desoer 	70	2019	Chair, Citibank, N.A. <i>Board: DaVita Inc.</i>			●		●	●
John C. Dugan 	67	2017	Chair, Citigroup Inc.	●	●	●	●	●	●
Jane N. Fraser 	55	2020	Chief Executive Officer, Citigroup Inc.						
Duncan P. Hennes 	66	2013	Co-Founder and Partner, Atrevida Partners, LLC <i>Board: RenaissanceRe Holdings Ltd.</i>	●	●	●			●
Peter B. Henry 	53	2015	Class of 1984 Senior Fellow, Hoover Institution, and Senior Fellow, Freeman Spogli Institute for International Studies, Stanford University <i>Board: Nike, Inc.</i>		●		●		
S. Leslie Ireland 	63	2017	Former Assistant Secretary for Intelligence and Analysis, U.S. Department of the Treasury, and National Intelligence Manager for Threat Finance, Office of the Director of National Intelligence <i>Board: KnightSwan Acquisition Corp.</i>						●
Renée J. James 	58	2016	Founder, Chair and CEO, Ampere Computing <i>Board: Oracle Corporation</i>	●	●	●			●
Gary M. Reiner 	68	2013	Operating Partner, General Atlantic LLC <i>Board: Hewlett Packard Enterprise Company</i>		●		●		●
Diana L. Taylor 	68	2009	Former Superintendent of Banks, State of New York <i>Board: Brookfield Asset Management</i>		●	●	●		
James S. Turley 	67	2013	Former Chairman and CEO, Ernst & Young <i>Boards: Emerson Electric Co., Northrop Grumman Corporation, and Precigen, Inc.</i>	●		●		●	
Casper W. von Koskull 	62	2023	Former President and Group Chief Executive Officer, Nordea Bank Abp		●		●	●	

Qualifications

 Compensation	 Human Capital Management
 Consumer Business and Financial Services	 Institutional Business
 Corporate Governance	 International Business or Economics
 Cybersecurity and Data Management	 Legal, Regulatory and Compliance
 ESG	 Risk Management
 Financial Reporting	

 Compensation	● committee member
 Human Capital Management	● committee chair
 Institutional Business	A Audit
 International Business or Economics	CPC Compensation, Performance Management and Culture
 Legal, Regulatory and Compliance	E Executive
 Risk Management	NGP Nomination, Governance and Public Affairs
	RM Risk Management
	T Technology

Corporate Governance Highlights

Citigroup Inc. (Citigroup, Citi, or the Company) is active in ensuring its governance practices are at the leading edge of best practices. Highlights include:

Alignment with Stockholders

- The Board of Directors lowered the threshold for stockholders to call a Special Meeting from 20% to 15%
- Citi provides Proxy Access to eligible stockholders, which gives them the right to include their own Board nominees in the Company's proxy materials
- Stockholders have the right to act by written consent
- Citi has an Independent Chair; if there is no Independent Chair, the Board will appoint a Lead Independent Director
- Majority vote standard for uncontested Director elections
- No super-majority vote provisions in our governing instruments

Adherence to Corporate Governance Best Practices

- The Board of Directors formed a Transformation Oversight Committee, an ad hoc committee, to provide oversight of Citi's efforts to improve its Risk and Control environment. (Please see page 31 to review additional disclosure regarding the Transformation Oversight Committee)
- Citi's Compensation, Performance Management and Culture Committee has oversight of Citi's efforts to ensure ethical behavior in Citi's culture, business practices, and employees
- Members of Citi's Board of Directors and Citi's executive officers are not permitted to hedge their Citi securities or to pledge their Citi securities as collateral for a loan; see *Citi's Hedging Policies* on pages 39-40
- Citi's Board of Directors include seven women and one racially diverse director
- Ongoing Board refreshment, with 8 of our 13 current directors having tenures of seven years or less
- Citi appointed a Chief Sustainability Officer in September 2019
- In 2021, Citi announced its commitment to reach net zero greenhouse gas emissions by 2050

Our Investor Engagement Program*



Summer

Members of senior management communicate with investors regarding votes at the Annual Meeting and other governance issues.

Fall

Senior management conducts calls with investors for input on a variety of governance, human capital management, compensation, and environmental and social matters, including net zero.



Winter

Senior management continues to conduct engagement calls with investors regarding governance, human capital management, compensation, and environmental and social matters. The Board reviews stockholder feedback from these conversations.

Spring

Members of the Board and senior management conduct conversations with our investors in advance of the Annual Meeting to provide an opportunity for discussion of compensation, management and stockholder proposals, and other governance and annual meeting matters.



Annual Stockholders' Meeting

* In the period following the 2022 Annual Meeting and prior to the issuance of the 2023 Proxy Statement, Citi engaged with investors regarding, among other topics, the following: executive compensation, human capital management (including diversity and inclusion and gender pay equity), culture, risks and controls, climate change risk and disclosures, human rights, Board refreshment and governance, and certain stockholder proposals. For information about our engagement efforts in advance of the 2023 Annual Meeting, please see pages 97-98.

Environmental, Social and Governance (ESG) Highlights

ESG Governance at Citi

The full Board reviews and provides oversight of ESG priorities, and four Board-level committees also have direct oversight responsibility for specific ESG-related activities, which are delegated based on each such committee's responsibility and expertise as set forth in their charters. Management organizations provide strategic guidance and help drive activities, with senior-level review, on ESG topics.

Board of Directors		Senior Management & Committees
<p>Members of Citi's Board have expertise on key ESG matters, including regulatory trends, community investment, talent and diversity, and climate change. For more information on the qualifications of our Board members, please refer to the Election of Directors section on pages 45-62.</p>		<ul style="list-style-type: none"> • Executive Management Team • Global ESG Council • Reputation Risk Committees • Climate and Sustainability Council • Climate Risk Steering Group • ESG Disclosure Committee • Chief Sustainability Officer • Chief Diversity, Equity and Inclusion Officer and Global Head of Talent • Head of Environmental and Social Risk Management • Head of Climate Risk • Head of Community Investing and Development
Nomination, Governance and Public Affairs Committee	Risk Management Committee	
Oversees Citi's ESG activity, including reviewing Citi's policies and programs for environmental sustainability, climate change, human rights, supplier diversity and other ESG issues, as well as advising on engagement with external stakeholders	Reviews Citi's risk appetite framework, including reputation risk appetite, and reviews key risk policies, including those focused on environmental, social and climate risk	
Compensation, Performance Management and Culture Committee	Audit Committee	
Oversees incentive compensation structure for senior management, management's efforts to foster and support Citi's desired culture and promote ethical decision-making within the organization, and efforts to promote diversity and inclusion in the workplace in Citi's hiring, retention and staff development practices	Reviews and discusses management's evaluation of disclosure controls and procedures for Citi's ESG metrics and related disclosures and periodically reviews management's plans and progress in enhancing the design and operating effectiveness of such internal controls and procedures.	

Key ESG Initiatives

Sustainable Progress Strategy

Our Sustainable Progress Strategy lays out our approach to advance solutions that address climate change and transition to a low-carbon economy. The strategy is organized under three primary pillars:

Low-Carbon Transition		Climate Risk		Sustainable Operations	
Finance and facilitate low-carbon solutions and support Citi's clients in their decarbonization and transition strategies		Measure, manage and reduce the climate risk and impact of our client portfolio		Reduce the environmental footprint of our facilities and strengthen our sustainability culture	

\$1 Trillion Commitment to Sustainable Finance

In April 2021, we committed \$1 trillion to sustainable finance by 2030. Through this commitment, we will finance and facilitate an array of climate solutions such as renewable energy, energy efficiency, sustainable transportation and circular economy and social finance solutions including affordable housing, diversity and equity, economic inclusion, food security and healthcare. As of year-end 2022, we have financed and facilitated over \$345 billion in activities that contribute towards our \$1 trillion commitment.

Climate Change

Citi announced its net zero greenhouse gas (GHG) emissions commitment in 2021, which targets net zero GHG emissions for our financing by 2050 as well as net zero GHG emissions for our operations by 2030. We published our initial Net Zero Plan in early 2022 in our 2021 Task Force on Climate-Related Financial Disclosures (TCFD) Report, including baseline emissions and 2030 targets for Energy and Power loan portfolios. In our subsequent 2022 TCFD Report, we published 2030 targets for four additional loan portfolios: Auto Manufacturing, Commercial Real Estate, Steel and Thermal Coal Mining. The 2022 Report also discusses the following:

- Expanded climate activities around the firm including the expansion of capacity on our Climate Risk team and specialized banking units as well as the launching of climate training pilots for first line banking teams, Risk and Global Functions personnel.
- Development and piloting of a tool to assess the strength of our clients' transition plans and facilitate targeted engagement as well as a tool to understand the climate risk profiles of our individual corporate clients.
- Citi's participation in the Sustainable STEEL Principles (See highlight on the following page)
- Updates to a number of climate-related metrics including: our inventory of emissions associated with operations, employee activity and our supply chain. We also include an update to our climate risk credit exposure heat map, which indicates vulnerability levels for transition and physical risks to each sector.

Workforce Diversity, Equity and Inclusion (DEI)

Our approach to workforce DEI includes broadening the representation of those working within all levels of our firm, creating a more inclusive environment and thinking of ways to widen our impact for our suppliers, clients, customers and communities we serve. Since 2018, we have disclosed our adjusted and unadjusted (or "raw") pay gaps for both women and minorities and in the same year, we set goals to increase women leadership globally and Black leadership in the United States at the firm by the end of 2021. After meeting and exceeding these goals, Citi announced new 2025 aspirational diversity representation goals. The new goals are more global and are inclusive of additional dimensions of diversity. In 2022, we promoted one of the largest and most diverse Managing Director (MD) classes in Citi's history - including 110 women, which is the most women promoted to MD ever. Last year, Citi also expanded the use of diverse slates in its recruiting efforts to have at least two women or minorities interviewed for all U.S.-based roles and at least two women interviewed for global roles at the AVP to MD levels. To retain and develop our talent, we support internal mobility by investing in career development programs, mentorship, networking, rotational programs and initiatives with our global employee resource groups.

Action for Racial Equity

In September 2020, building on our longstanding focus on advancing financial inclusion and economic opportunity for communities of color in the United States, Citi and the Citi Foundation announced our Action for Racial Equity initiative to help close the racial wealth gap and increase economic mobility. The effort aims to provide greater access to banking and credit in communities of color, increase investment in Black-owned businesses, expand affordable housing and homeownership among Black Americans and advance anti-racist practices in our company and the financial services industry. As part of Action for Racial Equity, Citi and the Citi Foundation have already invested more than \$1 billion in strategic initiatives. For more information on the progress of our Action for Racial Equity commitments, please refer to page 80.

ESG Highlights

<p>Financed and facilitated over \$345 billion in sustainable finance, which counted toward our \$1 trillion sustainable finance by 2030 commitment</p>	<p>Released 2030 emissions reduction targets for our Auto Manufacturing, Commercial Real Estate, Steel and Thermal Coal Mining loan portfolios as part of our Net Zero Plan and provided updates on progress toward our 2030 Energy and Power emissions reduction targets</p>	<p>Updated our Environmental and Social Risk Management (ESRM) Policy to incorporate additional sector-specific requirements for clients active in soy and beef production</p>
<p>Engaged a third-party to conduct a racial equity audit to assess the design and implementation of the <i>Action for Racial Equity</i> initiative</p>	<p>Signed onto the Sustainable STEEL Principles (SSP), the first framework for lenders to measure steel industry emissions. We have utilized the SSP Methodology to aid the scope, boundaries and target setting of this sector within our Net Zero Plan</p>	<p>Performance scorecards of members of the Executive Management Team include relevant ESG metrics on diversity, sustainable and net zero finance</p>
<p>Based on voluntary self-identification by Board members, the Board is currently composed of 54% women and 8% U.S. minorities</p>	<p>Set new 2025 aspirational representation goals for women globally, Black talent in North America and Brazil, Hispanic/Latino talent in the U.S. and underrepresented groups in the U.K. and set new campus recruiting goals for women and LGBTQ+ individuals globally as well as underrepresented communities in the U.K. and North America</p>	<p>Expanded the Citi Impact Fund to \$500 million, more than tripling our initial commitment to investing in private companies helping to address societal challenges</p>
<p>Financed nearly \$6 billion in U.S. affordable housing projects</p>	<p>Citi's 2022 pay equity review determined that on an adjusted basis, women globally are paid on average more than 99% of what men are paid at Citi, and that there was not a statistically significant difference in adjusted compensation for U.S. minorities and non-minorities.</p>	

Executive Compensation and Human Capital Resources and Management Highlights

Summary of 2022 Executive Compensation Decisions

This Proxy Statement provides detailed information concerning our executive compensation program and its alignment with our performance and the compensation we paid to our executive officers named in this Proxy Statement (named executive officers), beginning on page 71. The following supplements that discussion by summarizing the principal executive compensation decisions we made for 2022.

CEO Compensation

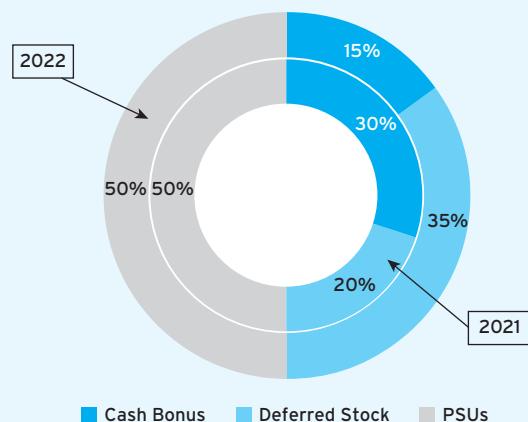
The Compensation, Performance Management and Culture Committee (Compensation Committee) set Ms. Fraser's total compensation for 2022, her first full year as our Chief Executive Officer (CEO), at \$24.5 million, consisting of a base salary of \$1.5 million and an incentive award of \$23 million. That determination was primarily based on its conclusion that Ms. Fraser's leadership in furtherance of the achievement of Citi's strategic objectives during 2022 was exemplary. In setting the amount of Ms. Fraser's incentive award, the Committee took into account absolute and relative total returns for Citi's shareholders for 2022 as well as an analysis of market levels of pay for CEOs of peer companies.

2022 was Ms. Fraser's first full calendar year as our CEO. She established a clear set of priorities for Citi to increase shareholder value over time. These priorities are Citi's Transformation, Strategic Refresh, and Improved Culture and Talent. Executing these priorities is expected to generate improved returns over the medium-term.

Notwithstanding challenging macroeconomic and geopolitical developments, under Ms. Fraser's leadership Citi made solid progress on each of our priorities, and the Compensation Committee recognized the strategic direction that took shape during 2022. That progress included:

- putting a strategic plan in place focused on five interconnected businesses designed to create long-term value for our shareholders and to simplify the firm
- executing on our strategy refresh, closing the sales of consumer businesses in five markets, as well as signing agreements for the sales of businesses in four other consumer markets, making substantial progress on the wind down of consumer businesses in two other markets and announcing the wind down of our consumer business in China
- bringing very strong talent into the firm and strengthening our culture of enhanced accountability, excellence, and shareholder alignment
- strengthening Citi's risk and control environment
- progress on remediating the issues identified in the Consent Orders issued in 2020 by the Federal Reserve Board (FRB) and the Office of the Comptroller of the Currency (OCC) (Consent Orders) and on other outstanding regulatory issues

Ms. Fraser's incentive compensation was delivered in three parts. First, 35% of total incentive compensation was delivered in the form of deferred Citi common stock awards, an increase from 20% in 2021. Second, 15% of total incentive compensation for 2022 was paid in cash at the beginning of 2023, a decrease from 30% in 2021. The changes from 2021 were designed to further align Ms. Fraser's incentive compensation with the interests of shareholders. Third, the remainder of Ms. Fraser's incentive compensation, 50% of total incentive compensation, was delivered in the form of Performance Share Units (PSUs).



Other Executive Compensation

Citi has since 2013 delivered a portion of incentive compensation for our Executive Management Team (EMT) in the form of PSUs. For 2022, we expanded the use of PSUs in our compensation program, so that members of our Global Operating Team also receive PSUs in addition to deferred stock and immediate cash awards where permitted by local law.

The Compensation Committee determined not to make any payments in respect of PSUs granted as part of our 2019 incentive compensation awards, on the basis that performance during the three-year performance period for those awards, from 2020 through 2022, did not meet threshold achievement levels.

To incentivize effective execution in connection with the Consent Order programs and to drive change in Citi's risk and control environment and culture, in August 2021 the Compensation Committee approved a long-term performance-based bonus program (the Transformation Bonus Program). Following the completion of the first performance measurement period under the Transformation Bonus Program, the Compensation Committee determined that the Performance Achievement Percentage for that period would be 94%, reflecting the Compensation Committee's assessment of performance relative to the preset targets established for that Program. While Ms. Fraser is not eligible to participate in the Transformation Bonus Program, all other members of our EMT at the time the Program was adopted, as well as approximately 250 other employees who are deemed to be critical to execution in connection with the Consent Order programs, are eligible to participate. The targets established for the first performance period included the submission by Citi to our regulators of plans to remediate the issues addressed by the Consent Orders. Citi provides both regulators on an ongoing basis information regarding its plans and progress and continues to work constructively with the regulators to reflect their feedback on remediation efforts. The Citi Board of Directors has determined that our plans are responsive to our objectives and that we continue to make progress on our execution. A discussion of the Compensation Committee's determination is on page 91.

Human Capital Resources and Management

Attracting and retaining a highly qualified and motivated workforce is a strategic priority for Citi. Citi seeks to enhance the competitive strength of its workforce through the following efforts:

- Continuously innovating the recruitment, training, compensation, promotion and engagement of colleagues
- Actively seeking and listening to diverse perspectives at all levels of the organization
- Optimizing transparency concerning workforce goals to promote accountability, credibility and effectiveness in achieving those goals
- Providing compensation programs that are competitive in the market and aligned to strategic objectives

Workforce Size and Distribution

As of December 31, 2022, Citi employed approximately 240,000 colleagues in over 90 countries. The Company's workforce is constantly evolving and developing, benefiting from a strong mix of internal and external hiring into new and existing positions. In 2022, Citi welcomed nearly 60,000 new colleagues in addition to the roles filled by colleagues through internal mobility. The following table shows the geographic distribution of Citi's employee population by segment, region and gender:

Segment or component ⁽¹⁾	North America	EMEA	Latin America	Asia	Total ⁽²⁾	Women ⁽³⁾	Men ⁽³⁾	Unspecified ⁽³⁾
Institutional Clients Group	19,162	19,635	7,569	27,882	74,248	44.1%	55.9%	0.03%
Personal Banking and Wealth Management	39,952	2,227	452	14,084	56,715	56.8	43.2	0.02
Legacy Franchises	58	21	35,776	14,392	50,247	55.1	44.9	—
Corporate/Other	27,690	10,894	7,281	12,828	58,693	46.8	53.2	0.02
Total	86,862	32,777	51,078	69,186	239,903	50.1%	49.9%	0.02%

(1) Colleague distribution is based on assigned business and region, which may not reflect where the colleague physically resides.

(2) Part-time colleagues represented less than 1.5% of Citi's global workforce.

(3) Information regarding gender is self-identified by colleagues.

Driving a Culture of Excellence and Accountability

Citi continues to make progress on a talent and culture transformation to drive a culture of excellence and accountability that is supported by strong risk and control management.

Citi's new Leadership Principles of "taking ownership, delivering with pride and succeeding together" have been reinforced through a behavioral science-led campaign, Citi's New Way, that reinforces the key working habits that support Citi's leadership culture.

Citi's performance management approach also emphasizes the Leadership Principles through a new four-pillar system, evaluating what colleagues deliver against financial performance, risk and control, and client and franchise goals as well as how colleagues deliver from a leadership perspective. The performance management and incentive compensation processes and associated policies and frameworks have been redesigned to enhance accountability through increased rigor and consistency, in particular for risk and controls.

The culture shift is also being supported by changes in the way Citi identifies, assesses, develops and promotes talent, particularly at the most senior levels of the organization.

Diversity, Equity and Inclusion

Citigroup's Board is committed to ensuring that the Board and Citi's EMT are composed of individuals whose backgrounds reflect the diversity of Citi's employees, customers and other stakeholders. In addition, Citi has increased its efforts to diversify its workforce, including, among other things, taking actions with respect to pay equity, setting representation goals and using diverse slates in recruiting.

Pay Transparency and Pay Equity

Citi values pay transparency and has taken significant action to ensure that both managers and employees have greater clarity around Citi's compensation philosophy. Over the past two years, Citi introduced market-based salary structures and bonus opportunity guidelines in various countries worldwide. In addition, Citi recently began posting salary ranges on all external U.S. job postings, which aligns with strategic objectives of pay equity and transparency. Citi also raised its U.S. minimum wage in 2022, the second broad-based increase in less than two years.

Citi has focused on measuring and addressing pay equity within the organization:

- In 2018, Citi was the first major U.S. financial institution to publicly release the results of a pay equity review comparing its compensation of women to that of men, as well as that of U.S. minorities to U.S. non-minorities. Since 2018, Citi has continued to be transparent about pay equity, including disclosing its unadjusted or "raw" pay gap for both women and U.S. minorities. The raw pay gap measures the difference in median compensation. The existence of Citi's raw pay gap reflects a need to increase representation of women and U.S. minorities in senior and higher-paying roles.
- Citi's 2022 pay equity review determined that on an adjusted basis, women globally are paid on average more than 99% of what men are paid at Citi, and that there was not a statistically significant difference in adjusted compensation between U.S. minorities and non-minorities.
- Citi's 2022 raw pay gap analysis showed that the median pay for women globally is 78% of the median for men, up from 74% in 2021 and 2020. The raw median pay for U.S. minorities is more than 97% of the raw median for non-minorities, which is up from just above 96% in 2021 and 94% in 2020.

Representation Goals

Citi's management believes that a diverse workforce is key to the Company's success in serving diverse clients and communities. In 2022, Citi announced that it exceeded its Company-wide, aspirational diversity representation goals for 2018-2021 to increase its percentages of women colleagues globally and Black talent in the U.S.

Recognizing that this was just a starting point, Citi has set new goals for 2025. The new goals are more global, embrace more dimensions of diversity and include all levels of the Company.

Citi's 2025 aspirational representation goals are embedded in its business strategy. Citi has goals for hiring and promoting colleagues into roles at the AVP to MD levels across the organization, as well as goals for campus hiring from colleges and universities. Having aspirational goals across all levels—from early career through senior leadership roles—will help ensure Citi not only has diverse talent in leadership roles, but will also help the Company build a diverse talent pipeline for the future.

Workforce Development

Citi's numerous programmatic offerings aim to reinforce its culture and values, foster understanding of compliance requirements and develop competencies required to deliver excellence to its clients. Citi encourages career growth and development by offering broad and diverse opportunities to colleagues, including the following:

- Citi provides a range of internal development and rotational programs to colleagues at all levels, including an extensive leadership curriculum, allowing the opportunity to build the skills needed to transition to supervisory and managerial roles. Citi's tuition assistance program further enables colleagues in North America to pursue their educational goals.
- Citi has a focus on internal talent development and aims to provide colleagues with career growth opportunities, with more than 33,000 open positions filled internally in 2022. These opportunities are particularly important as Citi focuses on providing career paths for its internal talent base as part of its efforts to increase organic growth and promotions within the organization.

Wellness and Benefits

Citi is proud to provide a wide range of benefits that support its colleagues mentally, emotionally, physically and financially and through various life stages and events. The Company is focused on providing equitable benefits that are designed to attract, engage and retain colleagues.

Citi has significantly enhanced mental well-being programs by offering free counseling sessions for colleagues and their family members and adding real-time text, video and message-based counseling in the U.S., as well as offering an online tool so that all colleagues around the globe can easily find their local Employee Assistance Programs and resources.

Citi also continues to value the importance of physical wellbeing—providing employees in several office locations and countries access to onsite medical care clinics, fitness centers, subsidized gym memberships and virtual fitness programs.

Citi continues expanding employee benefits to support colleagues and their families. In early 2020, Citi expanded its Paid Parental Leave Policy to include Citi colleagues around the world. Citi also began to offer additional leave opportunities to eligible colleagues, including the "Refresh, Recharge, Reenergize" program, whereby employees are able to take up to 12 weeks for a sabbatical to pursue a personal interest, and the "Giving Back" program, allowing employees to take up to four weeks to work with a charitable institution.

In 2022, Citi implemented a global, flexible work approach to provide colleagues with the ability to balance the demands of their home lives with the work conditions that are necessary for success. The "How We Work" approach includes a new work model for Citi, defined by three role designations for colleagues globally: Resident, Hybrid or Remote. By embracing a hybrid model of work, Citi has focused on keeping its approach consistent and aligned with its values and priorities.

For additional information about Citi's human capital management initiatives and goals, see Citi's 2021 ESG report available at www.citigroup.com. The 2021 ESG report and other information included elsewhere on Citi's investor relations website are not incorporated by reference into, and do not form any part of, this Proxy Statement.

Corporate Governance

Citi continually strives to maintain the highest standards of ethical conduct: reporting results with accuracy and transparency and maintaining full compliance with the laws, rules, and regulations that govern Citi's businesses. Citi is active in ensuring its governance practices are at the leading edge of best practices. Below is a compilation of Citi's Corporate Governance initiatives:

Good Governance	<ul style="list-style-type: none"> • Citi committed in 2021 to conduct a racial equity audit of its Action for Racial Equity commitments. In December 2022, Citi released the results of the audit, which assessed the design and implementation for Citi's Action for Racial Equity; • Citi's Board is committed to diversity – currently 54% of its members are women and 8% are racially diverse; • Citi has appointed the first female CEO of a major U.S. financial institution; • Citi has an Independent Chair; the By-laws provide that if Citi does not have an Independent Chair of the Board, the Board is required to elect a lead independent Director; • 92% of Citi's Board members are independent; • In 2019, Citi was the first U.S. company to disclose our unadjusted or "raw" pay gap for women and U.S. minorities, which measures median total compensation unadjusted for factors such as job function, level, and geography; and • Citi appointed a Chief Sustainability Officer in September 2019.
Stockholder Rights	<ul style="list-style-type: none"> • Citi's By-laws provide that stockholders holding at least 15% of the outstanding common stock have the right to call a special meeting; • No super-majority vote provisions in our Restated Certificate of Incorporation; • Annual election of all Directors; • Majority vote standard for uncontested Director elections; • Proxy Access By-law; and • Stockholders may act by written consent.
Executive and Director Compensation	<ul style="list-style-type: none"> • Strong executive compensation governance practices, including clawback policies and a requirement that executive officers must hold a substantial amount of vested Citi common stock for at least one year after they cease being executive officers; • Stock ownership commitment for the Board and executive officers; and • Members of Citi's Board of Directors and Citi's executive officers (i.e., Section 16 Insiders) are not permitted to hedge their Citi securities or pledge their Citi securities as collateral for a loan. For more information, please see <i>Citi's Hedging Policies</i> on pages 39-40.
Political Activity	<ul style="list-style-type: none"> • Political Engagement Report 2022 (formerly Citi's Political Activities Statement) includes significant disclosure about our lobbying practices and oversight. The Political Engagement Report provides meaningful disclosure about our lobbying policies and procedures; • Nomination, Governance and Public Affairs Committee has oversight responsibility for trade association payments in addition to oversight responsibility for political contributions and lobbying activities; and • Transparency on practices around political contributions and trade and business associations through: <ul style="list-style-type: none"> ➤ a link on our website to federal, state, and international government websites where our lobbying activities are reported; ➤ requiring trade and business associations that make independent expenditures, to which Citi pays dues, to attest that no portion of such payments from Citi is used for such activities; and ➤ listing on Citi's website the names of our significant trade and business associations in which membership dues total \$100,000 or more, and the associations' allocated portion of the dues attributable to lobbying during the calendar year.

Corporate Governance Materials Available on Citi's Website

In addition to our Corporate Governance Guidelines, other information relating to corporate governance at Citi is available in the Corporate Governance section of our website at www.citigroup.com. Click on "Investors" and then "Corporate Governance."

[www.citigroup.com/
global/investors/
corporate-governance](http://www.citigroup.com/global/investors/corporate-governance)



- Corporate Governance Guidelines
- Audit Committee Charter
- Compensation, Performance Management and Culture Committee Charter
- Nomination, Governance and Public Affairs Committee Charter
- Risk Management Committee Charter
- Technology Committee Charter
- Code of Conduct
- Code of Ethics for Financial Professionals
- Environmental, Social and Governance Report
- Citi's Compensation Philosophy
- By-laws and Restated Certificate of Incorporation
- Political Engagement Report 2022
- Environmental and Social Policy Framework
- Citi's 2022 TCFD Report: Citi's Approach to Climate Change and Net Zero
- Sustainable Progress Strategy
- Statement on Human Rights
- A list of our 2022 Political Contributions and the names of Citi's significant trade and business associations

Citi stockholders may obtain printed copies of these documents by writing to Citigroup Inc., Corporate Governance, 388 Greenwich Street, 17th Floor, New York, New York 10013.

Annual Report

If you received these proxy materials by mail, you should have also received Citi's Annual Report to Stockholders for 2022 with them. The 2022 Annual Report is also available on Citi's website at www.citigroup.com. We urge you to read these documents carefully. In accordance with the SEC's rules, the Five-Year Performance Graph appears in the 2022 Annual Report on Form 10-K, which is included in Citi's Annual Report to Stockholders for 2022.

Corporate Governance Guidelines

Citi's Corporate Governance Guidelines (the Guidelines) embody many of our long-standing practices, policies, and procedures, which are the foundation of our commitment to best practices. The Guidelines are reviewed at least annually, and revised as necessary, to continue to reflect best practices. The full text of the Guidelines, as approved by the Board, is set forth on Citi's website at www.citigroup.com. Click on "Investors," then "Corporate Governance," and then "Corporate Governance Guidelines." The Guidelines outline the responsibilities, operations, qualifications, and composition of the Board. The following summarizes certain provisions of the Guidelines.

Director Independence

Our goal is that at least two-thirds of the members of the Board be independent. Descriptions of our independence criteria and the results of the Board's independence determinations are set forth below.

Board Committees

The Guidelines require that all members of the following committees of the Board be independent: Audit; Compensation, Performance Management and Culture; and Nomination, Governance and Public Affairs. Committee members are appointed by the Board upon the recommendation of the Nomination, Governance and Public Affairs Committee. Committee membership and Chairs are rotated periodically. The Board and each Committee have the power to hire and fire independent legal, financial, or other advisors, as they may deem necessary, without consulting or obtaining the approval of management.

Additional Board Service

The number of other for-profit public or non-public company boards on which a Director may serve is subject to review and approval by the Nomination, Governance and Public Affairs Committee, in order to ensure that each Director is able to devote sufficient time to perform his or her duties as a Director. On an annual basis, the Nomination, Governance and Public Affairs Committee reviews all for-profit and not-for-profit affiliations of Citi's Board members. Subject to the discretion of the Nomination, Governance and Public Affairs Committee, a Director may not serve on more than five for-profit public company boards, including Citigroup's Board, and a Director who is the Chief Executive Officer of a public company may not serve on more than three for-profit public company boards, including Citigroup's Board. Members of the Audit Committee may not serve on more than three public company audit committees, including Citi's Audit Committee. In accordance with Citi's Corporate Governance Guidelines, no Board nominee serves on more than five for-profit public company boards and no Audit Committee member serves on more than three public company audit committees. Our CEO does not sit on any for profit company Boards besides Citi. In addition, under the Corporate Governance Guidelines, Board members are required to disclose significant changes in professional responsibilities to the Nomination, Governance and Public Affairs Committee for consideration including Board or Board Committee leadership positions.

Change in Status or Responsibilities

If a Director has a substantial change in professional responsibilities, occupation, or business association, he or she is required to notify the Nomination, Governance and Public Affairs Committee and to offer his or her resignation from the Board. The Nomination, Governance and Public Affairs Committee will evaluate the facts and circumstances and make a recommendation to the Board whether to accept the resignation or request that the Director continue to serve on the Board. If a Director assumes a significant role in a not-for-profit entity, he or she is asked to notify the Nomination, Governance and Public Affairs Committee.

Attendance at Meetings

Directors are expected to attend Board meetings and meetings of the Committees on which they serve, and the Annual Meeting of Stockholders. All of the Directors then in office attended Citi's 2022 Virtual Annual Meeting.

Evaluation of Board Performance

The Nomination, Governance and Public Affairs Committee conducts an annual review of Board performance in which the full Board participates, and each standing committee (except for the Executive Committee) conducts its own self-evaluation. As part of the self-evaluation, the Board engages in an examination of its own performance of its obligations with regard to such matters as regulatory requirements, strategic and financial oversight, oversight of risk management, executive compensation, succession planning, and governance, among many other topics. The committees evaluate their performance against the requirements of their charters and other aspects of their responsibilities. The Board Chair conducts one-on-one interviews with each board member. The full Board and each committee then discuss the results of their respective self-evaluations in executive session, highlighting actions to be taken in response to the discussion. See *Board Self-Assessment Process* on page 29 for further information.

Directors Access to Senior Management and Director Orientation

Directors have full and free access to senior management and other employees of Citi. New Directors are provided with an orientation program to familiarize them with Citi's businesses, regions, and functions as well as its legal, compliance, regulatory, and risk profile. Citi provides educational sessions on a variety of topics throughout the year for all members of the Board. These sessions are designed to allow Directors to develop a deeper understanding of, for example, a business issue or a complex financial product.

Succession Planning

The Board reviews the Compensation, Performance Management and Culture Committee's report on the performance of senior executives in order to ensure that they are providing the highest quality leadership for Citi. The Board also works with the Nomination, Governance and Public Affairs Committee to evaluate potential

successors to the CEO. With respect to regular succession of the CEO and senior management, Citi's Board evaluates internal, and, when appropriate, external candidates. To find external candidates, Citi seeks input from the members of the Board, senior management, and from recruiting firms. To develop internal candidates, Citi engages in a number of practices, formal and informal, designed to familiarize the Board with Citi's talent pool. The formal process involves an annual talent review conducted by senior management at which the Board studies the most promising members of senior management. The Board learns about each person's experience, skills, areas of expertise, accomplishments, and goals. This review is conducted at a regularly scheduled Board meeting on an annual basis. In addition, members of senior management are periodically asked to make presentations to the Board at Board meetings and Board strategy sessions. These presentations are made by senior managers of the various business units as well as those who serve in corporate functions. The purpose of the formal review and other interaction is to ensure that Board members are familiar with the talent pool inside and outside Citi from which the Board would be able to choose successors to the CEO and evaluate succession for other senior managers as necessary from time to time.

Charitable Contributions

If a Director, or an immediate family member who shares the Director's household, serves as a director, trustee, or executive officer of a foundation, university, or other not-for-profit organization, and such entity receives contributions from Citi and/or the Citi Foundation, such contributions must be reported to the Nomination, Governance and Public Affairs Committee at least annually.

Insider Investments and Transactions

Members of Citi's Board of Directors and Citi's executive officers (i.e., Section 16 Insiders) are not permitted to hedge their Citi securities or to pledge their Citi securities as collateral for a loan. The Guidelines restrict certain financial transactions between Citi and its subsidiaries on the one hand and Directors, senior management, and their immediate family members on the other. Personal loans from Citi or its subsidiaries to Citi's Directors and its most senior executives, or immediate family members who share any such person's household, are prohibited, except for margin loans to employees of a broker-dealer subsidiary of Citi, mortgage loans, home equity loans, consumer loans, credit cards, and overdraft checking privileges, all made on market terms in the ordinary course of business. See *Certain Transactions and Relationships, Compensation Committee Interlocks, and Insider Participation* on pages 37-39.

The Guidelines prohibit investments or transactions by Citi or its executive officers and those immediate family members who share an executive officer's household in a partnership or other privately held entity in which an outside Director is a principal, or in a publicly traded company in which an outside Director owns or controls more than a 10% interest. Directors and those immediate family members who share the Director's household are not permitted to receive initial public offering allocations. Directors and their immediate family members may participate in Citi-sponsored investment activities, provided they are offered on the same terms as those offered to similarly situated non-affiliated persons. Under certain circumstances, or with the approval of the appropriate committee, members of senior management may participate in certain Citi-sponsored investment opportunities. Finally, there is a prohibition on certain investments by Directors and executive officers in third-party entities when the opportunity comes solely as a result of their position with Citi.

Director Independence

The Board has adopted categorical standards to assist the Board in evaluating the independence of each of its Directors. The categorical standards, which are set forth below, describe various types of relationships that could potentially exist between a Director or an immediate family member of a Director and Citi, and set thresholds at which such relationships would be deemed to be material. Provided that no relationship or transaction exists that would disqualify a Director under the categorical standards and no other relationships or transactions exist of a type not specifically mentioned in the categorical standards that, in the Board's opinion, taking into account all facts and circumstances, would impair a Director's ability to exercise his or her independent judgment, the Board will deem such person to be independent.

The Nomination, Governance and Public Affairs Committee reviewed certain information obtained from Directors' responses to a questionnaire asking about their relationships with Citi, and those of their immediate family members and primary business or charitable affiliations and other potential conflicts of interest, as well as certain data collected by Citi's businesses related to transactions, relationships, or arrangements between Citi on the one hand and a Director, immediate family member of a Director, or a primary business or charitable affiliation of a Director, on the other. The Nomination, Governance and Public Affairs Committee also reviewed certain relationships or transactions between the Directors or immediate family members of the Directors or their primary business or charitable affiliations and Citi and determined that the relationships or transactions complied with the Corporate Governance Guidelines and the related categorical standards. The Board, based on the recommendation of the Nomination, Governance and Public Affairs Committee, determined that, applying the Guidelines and standards, which are intended to comply with the NYSE corporate governance rules, and all other applicable laws, rules, and regulations, each of the following Director nominees standing for re-election is independent:

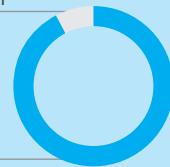
• Ellen M. Costello	• Duncan P. Hennes	• Gary M. Reiner
• Grace E. Dailey	• Peter B. Henry	• Diana L. Taylor
• Barbara J. Desoer	• S. Leslie Ireland	• James S. Turley
• John C. Dugan	• Renée J. James	• Casper W. von Koskull

The Board has determined that Jane N. Fraser, our Chief Executive Officer, is not independent.

Independence

1 Executive Director

12 Independent Directors



92% of our Board nominees are Independent

Independence Standards

To be considered independent, a Director must meet the following categorical standards as adopted by our Board and reflected in our Corporate Governance Guidelines. In addition, there are other independence standards under NYSE corporate governance rules that apply to all directors and certain independence standards under SEC, FRB, and Federal Deposit Insurance Corporation (FDIC) rules that apply to specific committees.

Categorical Standards

Advisory, Consulting and Employment Arrangements

- During any 12-month period within the last three years, neither a Director nor any Immediate Family Member of a Director shall have received more than \$120,000 in direct compensation from Citi, other than amounts paid (a) pursuant to Citi's Amended and Restated Compensation Plan for Non-Employee Directors, (b) pursuant to a pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service) or (c) to an Immediate Family Member of a Director who is a non-executive employee of Citi or one of its subsidiaries.
- In addition, no member of the Audit Committee may accept a direct or indirect consulting, advisory or other compensatory fee from Citi or one of its subsidiaries, other than (a) fees for service as a member of the Board of Directors of Citi or one of its subsidiaries (including committees thereof) or (b) receipt of fixed amounts of compensation under a Citi retirement plan, including deferred compensation, for prior service with Citi, provided that such compensation is not contingent in any way on continued service.

Business Relationships

- All business relationships, lending relationships, deposit and other banking relationships between the Company and a Director's primary business affiliation or the primary business affiliation of an immediate family member of a Director must be made in the ordinary course of business and on substantially the same terms as those prevailing at the time for comparable transactions with non-affiliated persons.

- In addition, the aggregate amount of payments for property or services in any of the last three fiscal years by the Company to, and to the Company from, any company of which a Director is an executive officer or employee or where an immediate family member of a Director is an executive officer, must not exceed the greater of \$1 million or 2% of such other company's consolidated gross revenues in any single fiscal year.
- Loans may be made or maintained by the Company to a Director's primary business affiliation or the primary business affiliation of an immediate family member of a Director, only if the loan (i) is made in the ordinary course of business of the Company or one of its subsidiaries, is of a type that is generally made available to other customers, and is on market terms, or terms that are no more favorable than those offered to other customers; (ii) complies with applicable law, including the Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley), Regulation O of the FRB, and the Federal Deposit Insurance Corporation (FDIC) Guidelines; (iii) when made does not involve more than the normal risk of collectability or present other unfavorable features; and (iv) is not classified by the Company as Substandard (II) or worse, as defined by the OCC in its "Rating Credit Risk" Comptroller's Handbook.

Charitable Contributions

Annual contributions in any of the last three calendar years from the Company and/or the Citi Foundation to a charitable organization of which a Director, or an immediate family member who shares the Director's household, serves as a Director, trustee, or executive officer (other than the Citi Foundation and other charitable organizations sponsored by the Company) may not exceed the greater of \$250,000 or 10% of the charitable organization's annual consolidated gross revenue.

Employment/Affiliations

- A Director shall not:
 - (i) be or have been an employee of the Company within the last three years;
 - (ii) be part of, or within the past three years have been part of, an interlocking directorate in which a current executive officer of the Company serves or has served on the compensation committee of a company that concurrently employs or employed the Director as an executive officer; or
 - (iii) be or have been affiliated with or employed by (a) Citi's present or former primary outside auditor or (b) any other outside auditor of Citi and personally worked on Citi's audit, in each case within the three-year period following the auditing relationship.
- A Director may not have an immediate family member who:
 - (i) is an executive officer of the Company or has been within the last three years;
 - (ii) is, or within the past three years has been, part of an interlocking directorate in which a current executive officer of the Company serves or has served on the compensation committee of a company that concurrently employs or employed such immediate family member as an executive officer; or
 - (iii) (a) is a current partner of Citi's primary outside auditor, or a current employee of Citi's primary outside auditor and personally works on Citi's audit, or (b) was within the last three years (but is no longer) a partner or employee of Citi's primary auditor and personally worked on Citi's audit within that time.

Immaterial Relationships and Transactions

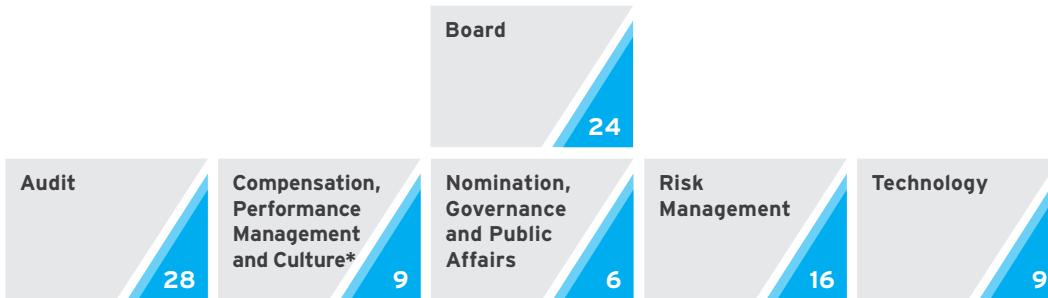
The Board may determine that a Director is independent notwithstanding the existence of an immaterial relationship or transaction between Citi and (i) the Director, (ii) an immediate family member of the Director or (iii) the Director's or immediate family member's business or charitable affiliations, provided Citi's Proxy Statement includes a specific description of such relationship as well as the basis for the Board's determination that such relationship does not preclude a determination that the Director is independent. Relationships or transactions between Citi and (i) the Director, (ii) an immediate family member of the

Director or (iii) the Director's or immediate family member's business or charitable affiliations that comply with the Corporate Governance Guidelines, including, but not limited to, the Director Independence Standards that are part of the Corporate Governance Guidelines and the sections titled Financial Services, Personal Loans and Investments/Transactions, are deemed to be categorically immaterial and do not require disclosure in the Proxy Statement (unless such relationship or transaction is required to be disclosed pursuant to Item 404 of SEC Regulation S-K).

Definitions

For purposes of these Corporate Governance Guidelines, (i) the term "immediate family member" means a Director's or executive officer's (designated as such pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (Exchange Act)) spouse, parents, step-parents, children, step-children, siblings, mother- and father-in law, sons- and daughters-in-law, and brothers- and sisters-in-law and any person (other than a tenant or domestic employee) who shares the Director's household; (ii) the term "Primary Business Affiliation" means an entity of which the Director or executive officer, or an immediate family member of such a person, is an officer, partner or employee or in which the Director, executive officer or immediate family member owns directly or indirectly at least a 5% equity interest; and (iii) the term "Related Party Transaction" means any financial transaction, arrangement or relationship in which (a) the aggregate amount involved will or may be expected to exceed \$120,000 in any fiscal year, (b) Citi is a participant, and (c) any Related Person (any Director, any executive officer of Citi, any nominee for Director, any shareholder owning in excess of 5% of the total equity of Citi, and any immediate family member of any such person) has or will have a direct or indirect material interest.

Meetings of the Board of Directors and Committees



The Board of Directors met 24 times in 2022. Citi's standing Board Committees met as follows: the Audit Committee met 28 times, the Compensation, Performance Management and Culture Committee met 9 times, the Nomination, Governance and Public Affairs Committee met 6 times, the Risk Management Committee met 16 times, and the Technology Committee, which was formed on March 28, 2022, met 9 times. The Executive Committee did not meet in 2022.

During 2022, substantially all of the members of the Board served on and/or chaired one or more ad hoc committees, including the Transformation Oversight Committee, or served on an international subsidiary board. In addition, Mses. Dailey, Desoer, Fraser, Ireland, and Taylor and Messrs. Hennes and Turley served on the Board of Directors of Citibank, N.A., which is a wholly owned subsidiary of Citi.

Each incumbent Director attended at least 75% of the meetings of the Board and of the standing committees of which he or she was a member during 2022.

* The predecessors to the Compensation, Performance Management and Culture Committee met as follows in 2022: the Ethics, Conduct and Culture Committee met once and the Personnel and Compensation Committee met 5 times.

Meetings of Non-Management Directors

Citi's non-management Directors meet in executive session without any management Directors in attendance whenever the full Board convenes for a regularly scheduled meeting. During 2022, Mr. Dugan presided at each executive session of the non-management Directors. In addition, the independent Directors met in executive session during 2022.

Board Leadership Structure

Citi currently has an independent Chair separate from the CEO, a structure that has been in place since 2009. The Board believes it is important to maintain flexibility in its Board leadership structure and has had in place different leadership structures in the past, depending on the Company's needs at the time, but firmly supports having an independent Director in a Board leadership position at all times. Accordingly, Citi's Board, on December 15, 2009, adopted a By-law amendment which provides that if Citi does not have an Independent Chair, the Board will elect a lead independent Director having similar duties to an independent Chair, including leading the executive sessions of the non-management Directors at Board meetings.

Citi's Chair provides independent leadership of the Board.

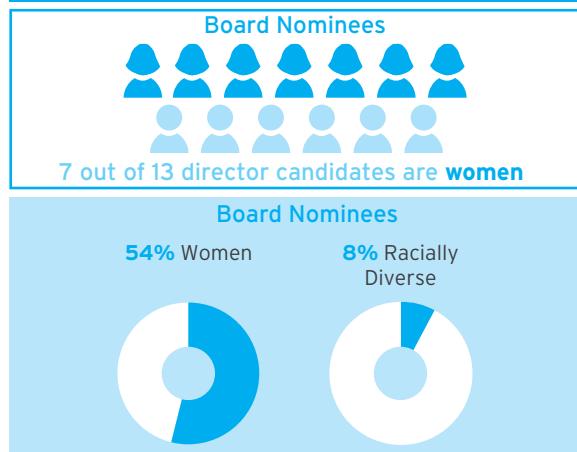
Having an independent Chair or Lead Director enables non-management Directors to raise issues and concerns for Board consideration without immediately involving management. The Chair or Lead Director also serves as a liaison between the Board and senior management and regularly meets with Citi's stockholders, stakeholders, and regulators on behalf of the Company. Citi's Board has determined that the current structure, an independent Chair separate from the CEO, is the most appropriate structure at this time, while ensuring that, at all times, there will be an independent Director in a Board leadership position. The Board believes its approach to risk oversight, which includes: (i) a report at every regular Board meeting from the Chief Risk Officer on significant risk matters for discussion with the Board, (ii) a standing Risk Management Committee of the Board and (iii) a direct reporting line of the Chief Risk Officer to the Risk Management Committee, ensures that the Board can choose many leadership structures without experiencing a material impact on its oversight of risk.

Citi has had an independent Chair since 2009.

Board Diversity

Diversity is among the critical factors that the Nomination, Governance and Public Affairs Committee considers when evaluating the composition of the Board. For a Company like Citi, which operates in more than 100 countries around the globe, diversity includes race, ethnicity, nationality, and gender as well as the diversity of the communities and geographies in which Citi operates. Included in the qualifications for Directors listed in the Company's Corporate Governance Guidelines is "whether the candidate has special skills, expertise and background that would complement the attributes of the existing Directors, taking into consideration the diverse communities and geographies in which Citi operates." Citi's Board is committed to ensuring that it is composed of individuals whose backgrounds reflect the diversity represented by our employees, customers, and stakeholders. When considering new Director candidates, the Nomination, Governance and Public Affairs Committee instructs its recruiting firm to include diverse candidates in each slate. In this context, eight of the candidates nominated for election at Citi's 2023 Annual Meeting are diverse. In addition, each Director candidate contributes to the Board's overall diversity by providing a variety of perspectives, personal and professional experiences, and backgrounds, as well as other characteristics, such as global and international business experience. The Board believes that the current nominees reflect an appropriate diversity of gender, age, race, national origin, geographical background, and experience and is committed to continuing to consider diversity in evaluating the composition of the Board.

Citi's Board is committed to ensuring that it is composed of individuals whose backgrounds reflect the diversity represented by our employees, customers, stockholders, and stakeholders. Based on the voluntary self-identification of gender, race, ethnicity, and sexual orientation by our Board members, the below represents the diversity of our Board nominees.



Director Education Program

Citi has a robust Director Education Program that begins with an orientation for newly appointed Directors, providing two days of in-depth training covering all aspects of our business, including, among other things, coverage of Citi's institutional and consumer businesses; our regional operations; an overview of the Company's risk management, audit, compliance, operations and technology, governance, regulatory, finance, human capital management, government affairs, and legal functions; and an overview of Citi's primary banking subsidiary, Citibank, N.A. There is also a continuing education program, which includes presentations focusing on industry, regulatory and governance topics and presentations from the various lines of our business on emerging issues or strategic initiatives to provide our Directors with the opportunity to expand their insight into Citi's business operations and activities. Directors also have access to external programming and seminars to supplement their Citi-provided education. In 2022, the Directors received training on various topics, including ESG matters, Political Contributions, Net Zero, Technology, including the Cloud and Cybersecurity, Regulation O, Community Reinvestment Act, Fair Lending, Bank Secrecy Act / Anti-Money Laundering, Risk Appetite, Equities, Digital Assets, and International Business Franchises, among other topics.

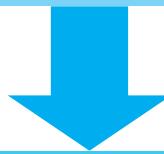
Board Self-Assessment Process

Annual Board Self-Evaluations*

The Board conducts annual evaluations through the use of both individual interviews by the Chair with each Board member and a written questionnaire completed by all Board members that covers a broad range of matters relating to governance, meetings, materials, and other agenda topics, including Strategic Planning, Corporate Oversight, Succession Planning, Conduct and Culture, Corporate Governance, Risk Management Oversight, Regulatory Requirements, and Management Compensation.

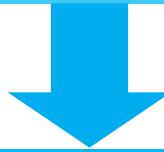
Written Evaluations

Citi's Corporate Governance Office coordinated a review of the form of Board self-assessment questionnaires proposed for 2022, and recommended changes that were implemented for the Board's 2022 self-assessment. After Board approval, the Corporate Governance Office circulated the self-assessment forms and then aggregated Directors' responses to the questionnaires, highlighting themes as well as scores on particular topics. The aggregated and anonymized results, including all written comments, are shared with the Board.



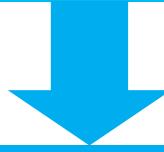
Chair Conversations

The Chair held individual interviews with each Board member and consolidated the feedback for discussion with the full Board.



Board Review

Using the aggregated results of the written evaluations and the themes of the Chair's individual discussions with the Board members as a guide, the Chair held a discussion with the full Board during an executive session. All Board members are encouraged to provide feedback on the results.



Actions

As an outcome of these discussions, the Board takes specific actions which may include providing guidance to management on the implementation of Board-related initiatives.

* Each standing committee and each ad hoc committee conducts an annual written self-assessment and reports on the results to the Board. Topics covered on each committee self-assessment include the mandates and authority of the committee, qualification of members, functioning of the committee, and duties and responsibilities of the committee, pursuant to its charter.

Board's Role in Risk Oversight

For Citi, effective risk management is of primary importance to its overall operations. Accordingly, Citi has established an Enterprise Risk Management (ERM) Framework to ensure that all of Citi's risks are managed appropriately and consistently across Citi and at an aggregate, enterprise-wide level. The ERM Framework details the principles used to support effective enterprise-wide risk management across the end-to-end risk management lifecycle. The ERM Framework also provides clarity on risk management roles and responsibilities of the Citigroup Board of Directors, Citi's Executive Management Team and employees across the lines of defense. Citi's culture and values drive a strong risk and control environment, and are at the heart of the ERM Framework, underpinning the way Citi conducts business. The activities that Citi engages in, and the risks those activities generate, must be consistent with Citi's Mission and Value Proposition and the key principles that guide it, as well as Citi's risk appetite.

The Citigroup Board of Directors is responsible for oversight of risk management and holds the Executive Management Team accountable for implementing the ERM Framework and managing risk within the defined risk appetite as it meets its strategic objectives. The Board of Directors formed the Transformation Oversight Committee to oversee management's progress as it relates to the broader transformation of Citi and management's remediation of issues identified under the Consent Order, dated October 7, 2020, entered into by Citi with the Federal Reserve Board (FRB Consent Order), including issues related to our risk and control environment. A similar Committee was formed by the Citibank, N.A. (CBNA) Board to provide oversight of management's remediation of issues identified under the Consent Order, dated October 7, 2020, entered into by CBNA with the OCC (OCC Consent Order and together with the FRB Consent Order, the Consent Orders). (Please see page 31 to review additional disclosure on the Transformation Oversight Committee.) In addition, the Board of Directors has delegated oversight of specific risks, as set forth below, to certain other Board committees, based on their mandates.

Citi uses a lines of defense model as a key component of its ERM Framework to manage its risks. The lines of defense model brings together risk-taking, risk oversight and risk assurance under one umbrella and provides an avenue for risk accountability of the first line of defense, a construct for effective challenge by the second line of defense (Independent Risk Management and Independent Compliance Risk Management), and empowers independent risk assurance by the third line of defense (Internal Audit). Citi has enterprise support functions that support safety and soundness across Citi. Each of the lines of defense and enterprise support functions, along with the Board, are empowered to perform relevant risk management processes and responsibilities in order to manage Citi's risks within the defined risk appetite in a consistent and effective manner.

For more information about Citi's risk management, see the "Managing Global Risk" section of the Company's Annual Report on Form 10-K for the year ended December 31, 2022 (2022 Form 10-K).

Board of Directors

- receives regular risk updates from the Chief Risk Officer at each regularly scheduled Board meeting
- provides oversight through its committees of credit risk, market risk, liquidity risk, strategic risk, operational risk, compliance risk, and reputation risk matters
- periodically receives reports from outside advisors with respect to potential risks that could impact the Company

Board Committees:

Audit Committee

- provides oversight of Citi's financial and ESG reporting and internal control risk, including significant operational or compliance control breaks

Compensation, Performance Management and Culture Committee

- provides oversight of incentive compensation plans and risk related to compensation

Nomination, Governance and Public Affairs Committee

- provides oversight of reputational issues, ESG and sustainability, and legal and regulatory compliance risks as they relate to corporate governance matters

Risk Management Committee

- reviews and considers for approval Citigroup's Enterprise Risk Management Framework pertaining to credit risk, market risk, liquidity risk, strategic risk, operational risk, compliance risk, and reputation risk
- reviews and approves key risk policies on the establishment of risk limits and reviews risk management programs for Citi and its subsidiaries
- provides oversight of Citi's risk profile
- provides oversight of, among others, matters related to Citi's Comprehensive Capital Analysis and Review (CCAR) practices, Resolution and Recovery

Technology Committee

- provides oversight of technology-based risk management, including significant technology risk exposures, such as risks related to information security, fraud, data protection, business continuity, and cybersecurity

Transformation Oversight Committee*

- provides oversight of the actions of Citi's management to develop and execute a transformation of Citi's risk and control environment required pursuant to the FRB Consent Order

Chief Risk Officer

- delivers risk report at regularly scheduled Board meetings
- responsible for oversight, review and challenge of risk management activities globally
- responsible for independently identifying, measuring, monitoring, controlling, reporting and escalating risks
- reports to the Chief Executive Officer and Risk Management Committee
- reports to the Compensation, Performance Management and Culture Committee semi-annually regarding the risk attributes of Citi's Incentive Compensation Programs

* The Transformation Oversight Committee is an ad hoc committee.

At each regularly scheduled Board meeting, the Board receives a risk report from the Chief Risk Officer with respect to the Company's approach to management of major risks, including management's risk mitigation efforts, where appropriate. Independent Risk Management, led by the Chief Risk Officer, sets risk and control standards for the first line of defense and actively manages and oversees aggregate credit, market (trading and non-trading), liquidity, strategic, operational and reputation risks across Citi, including risks that span categories, such as concentration risk, country risk, compliance risk, and climate risk. The Board's role is to oversee this effort.

The Risk Management Committee enhances the Board's oversight of risk management. The Committee's role is one of oversight, recognizing that management is responsible for executing Citi's risk management policies.

Transformation Enhancements at Citi

Citi is fully committed to a broad-based transformation of its risk management and controls. Citi believes the Transformation is essential, not only to address regulatory matters in an effective, timely, and sustainable manner, but also as a broader strategic imperative for the firm. Citi's priorities revolve around three interconnected elements: the Transformation, strategy, and culture and talent. Driving toward excellence in risk and controls in the Transformation is mutually reinforcing with Citi's business strategy, and success for both can only be achieved with significant shifts in culture and talent.

The Board established the Transformation Oversight Committee in October 2020, to serve as the primary forum for Board oversight of the Transformation. Given this overall responsibility of the Transformation Oversight Committee and the need for holistic oversight, all non-management directors on the Board serve on the Committee. The full Board focuses on non-Transformation matters in other forums.

A series of Program Groups focus on specific requirements of the Consent Order. Certain members of the Transformation Oversight Committee (Lead Directors) who have been assigned to the various Program Groups, work closely with the Executive Management Team members responsible for the relevant Program Groups to provide oversight and challenge to the Program Groups as they prepare for meetings with the entire Transformation Oversight Committee, in much the same way as Board Committee Chairs interact with individual Executive Management Team members in preparation for committee meetings.

Board's Role in Cybersecurity Oversight

The Board directly or through one or more Committees provide oversight of Management's efforts to mitigate cybersecurity risk and respond to cyber incidents. The Board and/or one or more Committees receive regular reports on cybersecurity and engage in discussions throughout the year with Management and subject-matter experts on the effectiveness of Citi's overall cybersecurity program, cybersecurity risks, Citi's strategies for addressing these risks, and Citi's implementation thereof. Board and Committee members receive reporting on significant cyber events including response efforts, legal obligations, and outreach and notification to regulators and/or customers when needed, as well as provide guidance to management as appropriate. The Risk Management Committee has approved a standalone Cybersecurity Risk Appetite Statement against which Citi's performance is measured quarterly.

Board's Role in ESG Matters

Citi's Board of Directors has ultimate oversight of Citi's work to identify, assess and integrate ESG and sustainability-related risks and opportunities throughout Citi. In addition to oversight by the full Board, the Nomination, Governance and Public Affairs Committee of the Board oversees Citi's ESG activity, including reviewing our policies and programs for sustainability, climate change, human rights, diversity and other ESG matters. The Risk Management Committee of the Board reviews key risk policies, including those related to environmental, social and climate risk. The Audit Committee has oversight over the controls and procedures related to Citi's group level ESG and climate-related reporting, including both voluntary disclosures and regulatory filings. The Nomination, Governance and Public Affairs Committee has held a number of meetings to review shareholder proposals (including ones related to fossil fuel financing and biodiversity) and received an ESG update in 2022.

During 2022, the Risk Management Committee received updates on climate risk including the climate management framework, client-level climate methodology and results of climate scenario analysis. In 2022, at two meetings the Audit Committee reviewed existing ESG disclosure controls and procedures. The Board also received reports from the Head of Community Investing and Development on Citi and the Citi Foundation's social impact activities and performance, including Action for Racial Equity and the investments of the Citi Impact Fund. In addition, the Board received reports on Citi's diversity, equity and inclusion efforts, including pay equity and representation goals, from the Global Chief Diversity, Equity and Inclusion Officer and Global Head of Talent. Members of the Board also participated in investor calls on a variety of governance and environmental and social matters, including climate risk.

Committees of the Board of Directors

Below are the standing committees of the Board of Directors. In addition, the Board of Directors has an ad hoc committee, the Transformation Oversight Committee, which oversees management's efforts to enhance its risk and control environment and achieve operational excellence. The Board of Directors also formed the Technology Committee in 2022, which oversees Citigroup's technology strategy and operating plan and technology-based risk management, including cybersecurity. (Please see page 31 to review additional disclosure related to the Transformation Oversight Committee).

Audit Committee	Committee Roles and Responsibilities:
<p>Members:</p> <p>Ellen M. Costello Grace E. Dailey John C. Dugan Duncan P. Hennes Renée J. James James S. Turley (Chair)</p> <p>Committee Meetings in 2022:</p> <p>28</p> <p>Charter:</p> <p>The Audit Committee Charter, as adopted by the Board, is available on our website at www.citigroup.com. Click on "Investors," then "Corporate Governance," and then "Citigroup Board of Directors' Committee Charters."</p>	<p>The Audit Committee assists the Board in fulfilling its oversight responsibility relating to:</p> <ul style="list-style-type: none"> the integrity of Citigroup's consolidated financial statements, financial reporting process, and systems of internal accounting and financial controls; the performance of the internal audit function (Internal Audit); the annual independent integrated audit of Citigroup's consolidated financial statements and effectiveness of Citigroup's internal control over financial reporting, the engagement of the independent registered public accountants (Independent Auditors), and the evaluation of the Independent Auditors' qualifications, independence and performance; the effectiveness of Citigroup's control environment and status of corrective actions, including the timely remediation of control breaks (including, without limitation, significant compliance or operational control breaks); policy standards and guidelines for risk assessment and risk management; the appointment and approval of the base and incentive compensation for the Chief Auditor; Citigroup's compliance with legal and regulatory requirements, including Citigroup's disclosure controls and procedures; the fulfillment of the other responsibilities set out in the Audit Committee's charter; and management's evaluation of disclosure controls and procedures for Citigroup's ESG metrics and disclosures and management's plans and progress in enhancing the design and operating effectiveness of such internal controls and procedures, where applicable. <p>The report of the Committee required by the rules of the SEC is included in this Proxy Statement.</p> <p>The Board has determined that each of Mses. Costello and Dailey and Messrs. Dugan, Hennes, and Turley qualifies as an "audit committee financial expert" as defined by the SEC and each such Director as well as Ms. James is considered "financially literate" under NYSE rules, and, in addition to being independent according to the Board's independence standards as set out in its Corporate Governance Guidelines, each is independent within the meaning of applicable SEC rules, the corporate governance rules of the NYSE, and the FDIC guidelines.</p>

Compensation, Performance Management and Culture Committee

Members:

John C. Dugan (Chair)
 Duncan P. Hennes
 Peter B. Henry
 Renée J. James
 Gary M. Reiner
 Diana L. Taylor
 Casper W. von Koskull

Committee Meetings in 2022:

9

(The predecessors to the Compensation, Performance Management and Culture Committee met during 2022 as follows: the Ethics, Conduct and Culture Committee met once and the Personnel and Compensation Committee met 5 times.)

Charter:

The Compensation, Performance Management and Culture Committee Charter is available on our website at www.citigroup.com. Click on "Investors," then "Corporate Governance," and then "Citigroup Board of Directors' Committee Charters."

Committee Roles and Responsibilities:

The Compensation, Performance Management and Culture Committee has been delegated broad authority to oversee compensation of employees of the Company and its subsidiaries and affiliates, as well as the authority to oversee management's sustained focus on fostering a principled culture of sound ethics, responsible conduct and accountability within the organization. The Committee regularly reviews Citi's management resources and performance of senior management. The Committee is responsible for determining the compensation for the CEO and approving the compensation of other executive officers of the Company and the Executive Management Team. The Committee is also responsible for approving the incentive compensation structure for other members of senior management and certain highly compensated employees (including discretionary incentive awards to covered employees as defined in applicable bank regulatory guidance), in accordance with guidelines established by the Committee from time to time. The Committee also has broad oversight of compliance with bank regulatory guidance governing Citi's incentive compensation.

The Committee receives reports from management on efforts to foster and support Citi's desired culture and promote ethical decision-making in the organization via training or other initiatives, including management's efforts to achieve its target culture state and to encourage employees to escalate issues and share feedback without fear of retaliation. The Committee also reviews at least annually whether Citi's Code of Conduct instills appropriate ethical behavior in Citi's culture, business practices and employees and recommends any proposed changes or waivers to the Board for approval. The Committee reviews certain concerns reported to the Citi Ethics Office as appropriate.

The Committee annually reviews and discusses the Compensation Discussion and Analysis required to be included in the Company's Proxy Statement with management, and, if appropriate, recommends to the Board that the Compensation Discussion and Analysis be included. Additionally, the Committee reviews and approves the overall goals of Citi's material incentive compensation programs, including as expressed through Citi's Compensation Philosophy, and provides oversight for Citi's incentive compensation programs so that they both (i) appropriately balance risk and financial results in a manner that does not encourage employees to expose Citi to imprudent risks, and (ii) are consistent with bank safety and soundness. Toward that end, the Committee meets periodically with Citi's Chief Risk Officer to discuss the risk attributes of Citi's incentive compensation programs.

The Committee has the power to hire and fire independent compensation consultants, legal counsel, or financial or other advisors as it may deem necessary to assist it in the performance of its duties and responsibilities, without consulting or obtaining the approval of senior management of the Company. The Committee has retained Frederic W. Cook & Co. (FW Cook) to provide the Committee with advice on Citi's compensation programs for senior management.

The Board has determined that in addition to being independent according to the Board's independence standards as set out in its Corporate Governance Guidelines, each of the members of the Compensation, Performance Management and Culture Committee is independent according to the corporate governance rules of the NYSE. Each of such Directors is a "non-employee Director," as defined in Section 16 of the Securities Exchange Act of 1934.

Executive Committee

Members:

Barbara J. Desoer
John C. Dugan (Chair)
Duncan P. Hennes
Renée J. James
Diana L. Taylor
James S. Turley

Committee Meetings in 2022:

None

Committee Roles and Responsibilities:

The Executive Committee acts on behalf of the Board if a matter requires Board action before a meeting of the full Board can be held.

Nomination, Governance and Public Affairs Committee

Members:

John C. Dugan
Peter B. Henry
Gary M. Reiner
Diana L. Taylor (Chair)
Casper W. von Koskull

Committee Meetings in 2022:

6

Charter:

The Nomination, Governance and Public Affairs Committee Charter, as adopted by the Board, is available on our website at www.citigroup.com. Click on "Investors," then "Corporate Governance," and then "Citigroup Board of Directors' Committee Charters."

Committee Roles and Responsibilities:

The Nomination, Governance and Public Affairs Committee is responsible for identifying individuals qualified to become Board members and recommending to the Board the Director nominees for the next Annual Meeting of Stockholders. It leads the Board in its annual review of the Board's performance and makes recommendations as to the composition of the committees for appointment by the Board. The Committee takes a leadership role in shaping corporate governance policies and practices, including recommending to the Board the Corporate Governance Guidelines and monitoring Citi's compliance with these policies and practices and the Guidelines. The Committee is responsible for reviewing and approving all related party transactions involving a Director or an immediate family member of a Director and any related party transaction involving an executive officer or immediate family member of an executive officer if the transaction is valued at \$50 million or more, in each case, other than certain enumerated ordinary course transactions. See *Certain Transactions and Relationships, Compensation Committee Interlocks, and Insider Participation* on pages 37-39 for a complete description of the Policy on Related Party Transactions.

The Committee, as part of the Board's executive succession planning process, evaluates and nominates potential successors to the CEO and provides an annual report to the Board on CEO succession. The Committee also reviews Director Compensation and Benefits. The Committee is responsible for reviewing Citi's policies and programs that relate to public issues of significance to Citi and the public at large and reviewing relationships with external constituencies and issues that impact Citi's reputation. The Committee also has the responsibility for reviewing public policy and reputational issues facing Citi; reviewing political contributions and lobbying expenditures and payments to trade associations made by Citi, and charitable contributions made by Citi and the Citi Foundation; reviewing Citi's policies and practices regarding supplier diversity; reviewing the work of Citi's Reputation Risk Committees; and reviewing Citi's ESG policies and programs, including environmental and human rights policies. The Committee makes recommendations to Citibank's Board with respect to the following duties and responsibilities set forth in *Oversight of Corporate Governance*: size, Chair and membership of Citibank's Board and Committees; independence of Citibank's non-management Board members; and compensation paid to Citibank's non-management Board members. The Committee's focus is global, reflecting Citi's global footprint. The Committee also makes recommendations to the Board regarding amendments to the Company's Major Expenditure Program – Limits of Authority.

The Board has determined that, in addition to being independent according to the Board's independence standards as set out in its Corporate Governance Guidelines, each of the members of the Nomination, Governance and Public Affairs Committee is independent according to the corporate governance rules of the NYSE.

Risk Management Committee

Members:

Ellen M. Costello
Grace E. Dailey
Barbara J. Desoer
John C. Dugan
Duncan P. Hennes (Chair)
James S. Turley
Casper W. von Koskull

Committee Meetings in 2022:

16

Charter:

The Risk Management Committee Charter is available on our website at www.citigroup.com. Click on "Investors," then "Corporate Governance," and then "Citigroup Board of Directors' Committee Charters."

Committee Roles and Responsibilities:

The Risk Management Committee has been delegated authority to assist the Board in fulfilling its responsibility with respect to (1) oversight of Citigroup's risk management framework, including the significant policies and practices used in managing credit, market (trading and non-trading), liquidity, strategic, operational, compliance, reputation and certain other risks, including those pertaining to capital management, and (2) oversight of the performance of the Global Risk Review (GRR) credit, capital and collateral review function. The Committee reports to the Board of Directors regarding Citigroup's risk profile, as well as its risk management framework, including the significant policies and practices employed to manage risks in Citigroup's businesses, as well as the overall adequacy of the Risk Management function. The Committee also has responsibility for the oversight of the Conduct Risk Management Program. The Committee's role is one of oversight, recognizing that Management is responsible for executing Citigroup's risk management and related Treasury policies. While the Committee has the responsibilities and powers set forth in the Risk Management Committee Charter, Management is responsible for designing, implementing and maintaining an effective risk program. Line business managers are responsible for managing risks in the areas for which they are responsible. The duties and responsibilities of the Independent Risk Management functions are described in the Enterprise Risk Management Framework.

The Citigroup Chief Risk Officer (CRO) heads the Independent Risk Management function, which sets risk and control standards for the first line of defense and actively manages and oversees aggregate credit, market (trading and non-trading), liquidity, strategic, operational, and reputation risks across the firm, including risks that span categories, such as concentration risk, country risk, and climate risk.

The Citigroup Chief Compliance Officer (CCO) is responsible for the Independent Compliance Risk Management (ICRM) function. The CCO reports to Citigroup's General Counsel with a matrix reporting line into the CRO. To support the independent status of the ICRM function, the CCO has regular and unrestricted access to committees of the Citigroup Board, including the Audit Committee and Risk Management Committee.

Technology Committee	Committee Roles and Responsibilities:
Members: Barbara J. Desoer John C. Dugan S. Leslie Ireland Renée J. James (Chair) Gary M. Reiner	The purpose of the Technology Committee is to assist the Board in fulfilling its responsibility with respect to oversight of: (1) the planning and execution of Citigroup's technology strategy and operating plan, (2) the development of Citi's target state operating model and architecture, including the incorporation of Global Business Services, (3) technology-based risk management, including risk management framework, risk appetite and risk exposures of Citi, including Cyber Security, (4) resource and talent planning of the Technology function, and (5) Citi's third-party management policies, practices and standards that relate to Technology.
Committee Meetings in 2022: 9	The Committee provides oversight of Citi's technology strategy and operating plan; technology initiatives across the Consent Orders; the Technology Transformation initiative; business-led initiatives; elements of the Data plan under the Consent Orders and the development and deployment of Data Quality Metrics; management's efforts to monitor and control risks related to information security, fraud, data protection, business continuity, third-party and Cyber Security; and technology change management. The Committee reviews trends that may affect the Company's strategy, including distributed ledgers, cryptocurrency, Artificial Intelligence and Machine Learning.
Charter: The Technology Committee Charter, as adopted by the Board, is available on our website at www.citigroup.com . Click on "Investors," then "Corporate Governance," and then "Citigroup Board of Directors' Committee Charters."	

	Audit	Compensation, Performance Management and Culture	Executive	Nomination, Governance and Public Affairs	Risk Management	Technology
Ellen M. Costello	●				●	
Grace E. Dailey	●				●	
Barbara J. Desoer			●		●	●
John C. Dugan	●	●	●	●	●	●
Jane N. Fraser						
Duncan P. Hennes	●	●	●		●	
Peter B. Henry		●		●		
S. Leslie Ireland						●
Renée J. James	●	●	●			●
Gary M. Reiner		●		●		●
Diana L. Taylor		●	●	●		
James S. Turley	●		●		●	
Casper W. von Koskull		●		●	●	

- committee member
- committee chair

Involvement in Certain Legal Proceedings

There are no legal proceedings to which any Director, officer, or The Vanguard Group (Vanguard) (which owns more than 5% of Citi's common stock), or any affiliate thereof, is a party adverse to Citi or in which any such person has a material interest adverse to Citi. BlackRock, Inc. (BlackRock) owns more than 5% of Citi's common stock. In lieu of participating in certain class action settlements entered into by Citi and other banks relating to alleged manipulation of the foreign exchange market, which received final court approval in 2018, numerous BlackRock funds and other plaintiffs filed a complaint in U.S. District Court for the Southern District of New York on November 7, 2018 against Citi and 15 other banks. In this action, plaintiffs assert that defendants conspired to manipulate the foreign exchange market between 2003 and 2013.

Certain Transactions and Relationships, Compensation Committee Interlocks, and Insider Participation

The Board has adopted a policy setting forth procedures for the review, approval, and monitoring of transactions involving Citi and related persons (Directors, Senior Managers, 5% stockholders, Immediate Family Member or Primary Business Affiliations). A copy of Citi's Policy on Related Party Transactions is available on our website at www.citigroup.com. Click on "Investors," then "Corporate Governance," and then "Citi Policies." Under the policy, the Nomination, Governance and Public Affairs Committee is responsible for reviewing and approving all related party transactions involving Directors, Immediate Family Members of Directors, and 5% stockholders. Directors may not participate in any discussion or approval of a related party transaction in which he or she or any member of his or her immediate family is a related person, except that the Director must provide all material information concerning the related party transaction to the Nomination, Governance and Public Affairs Committee. The Nomination, Governance and Public Affairs Committee is also responsible for reviewing and approving all related party transactions valued at more than \$50 million involving an executive officer or an Immediate Family Member of an executive officer. The Transaction Review Committee, composed of Citi's General Counsel, Chief Financial Officer, Chief Compliance Officer, Chief Risk Officer, and Head of Human Resources, is responsible for reviewing and approving all related party transactions valued at less than \$50 million involving an executive officer or an Immediate Family Member of an executive officer. The policy also contains a list of categories of transactions involving related persons that are pre-approved under the policy, and therefore need not be brought to the Nomination, Governance and Public Affairs Committee or the Transaction Review Committee for approval.

The Nomination, Governance and Public Affairs Committee and the Transaction Review Committee will review the following information when assessing a related party transaction:

- the terms of such transaction;
- the related person's interest in the transaction;
- the purpose and timing of the transaction;
- whether Citi is a party to the transaction, and if not, the nature of Citi's participation in the transaction;
- if the transaction involves the sale of an asset, a description of the asset, including date acquired and cost basis;
- information concerning potential counterparties in the transaction;
- the approximate dollar value of the transaction and the approximate dollar value of the related person's interest in the transaction;
- a description of any provisions or limitations imposed as a result of entering into the proposed transaction;
- whether the proposed transaction includes any potential reputational risk issues that may arise as a result of, or in connection with, the proposed transaction; and
- any other relevant information regarding the transaction.

Based on information contained in a Schedule 13G filed with the SEC, BlackRock and Vanguard each reported that they beneficially owned 5% or more of the outstanding shares of Citi's common stock as of December 31, 2022 – see *Stock Ownership – Owners of More than 5% of Citi Common Stock* on page 44. During 2022, our

subsidiaries provided ordinary course lending, trading, and other financial services to BlackRock and Vanguard and their respective affiliates and clients. These transactions were entered into on an arm's length basis and contain customary terms and conditions and were on substantially the same terms as comparable transactions with unrelated third parties. In 2018, Acciones y Valores Banamex, S.A. de C.V., Servicios Corporativos de Finanzas, S.A. de C.V., and Grupo Financiero Citibanamex, S.A. de C.V. (Citibanamex) entered into an agreement with BlackRock, Inc. and certain of its affiliates pursuant to which BlackRock acquired the asset management business of Citibanamex in Mexico. The transaction included the sale of the Impulsora de Fondos Banamex, S.A. de C.V. (Impulsora) legal vehicle, and its advisory role for 52 mutual funds and certain managed account relationships, and certain intellectual property and vendor contracts required to operate the business. Consideration for the sale consisted of \$350 million and certain future payments if defined targets were met. In connection with the closing, Citibanamex and BlackRock also entered into a long-term distribution agreement (the Services Framework Agreement) to offer BlackRock asset management products to Citibanamex clients in Mexico. The agreement provides a framework under which Citibanamex distributes BlackRock products in Mexico and includes terms relating to pricing, preferential access, and product support. Pursuant to this agreement, fees of approximately \$75 million were paid to BlackRock in 2022. The Nomination, Governance and Public Affairs Committee reviewed the terms of the sale and approved the transaction in accordance with the Related Party Transactions Policy.

In January 2023, Citibanamex and BlackRock executed an amendment to the Services Framework Agreement (the 2023 Amendment). The 2023 Amendment provides for investment commitments from Citibanamex that are consistent with historical expenditures, and termination of certain rights and guarantees if certain conditions are met. The Nomination, Governance and Public Affairs Committee reviewed and approved the terms of the 2023 Amendment in accordance with the Related Party Transactions Policy, and the Board of Directors of Citigroup Inc. approved the 2023 Amendment in accordance with its Major Expenditure Program.

Citigroup Venture Capital International Growth Partnership II, L.P. is a fund that was formed in 2007. It invests either directly or via a master fund in private equity investments. Citi established this fund in which employees have invested. In addition, certain of our executive officers have from time to time invested their personal funds directly or directed that funds for which they act in a fiduciary capacity be invested, in funds arranged by Citi's subsidiaries on the same terms and conditions as the other outside investors in these funds, who are not our executive officers or employees. Other than certain "grandfathered" investments, in accordance with Sarbanes-Oxley and the Citi Corporate Governance Guidelines, executive officers were able to invest in certain Citi-sponsored investment opportunities only under certain circumstances and with the approval of the appropriate committee. Executive officers are not eligible to participate in the funds on a leveraged basis. A distribution exceeding \$120,000 from Citigroup Venture Capital International Growth Partnership II, L.P. was made to the following executive officer in 2022:

Current or Former Executive Officer	Citigroup Venture Capital International Growth Partnership II, L.P. Cash Distribution
Paco Ybarra	\$236,770

In 2022, Citi performed corporate banking and securities brokerage services in the ordinary course of our business for certain organizations in which some of our Directors, executive officers, or their family members, are officers or directors. In addition, in the ordinary course of business, Citi may use the products or services of organizations in which some of our Directors, executive officers, or family members, are officers or directors.

The persons listed on page 99 are the current members of the Compensation, Performance Management and Culture Committee. No current or former member of the Compensation, Performance Management and Culture Committee was a part of a "compensation committee interlock" during fiscal year 2022 as described under SEC rules. In addition, none of our executive officers served as a director or member of the compensation committee of another entity that would constitute a "compensation committee interlock." No member of the Compensation, Performance Management and Culture Committee had any material interest in a transaction with Citi or is a current

or former officer of Citi, and no member of the Compensation, Performance Management and Culture Committee is a current employee of Citi or any of its subsidiaries. In addition, no member of the Board, or any immediate family member of the Board, engaged FW Cook for any compensation-related services in 2022.

In 2023, certain previously awarded shares granted to Ms. Desoer when she was an employee of Citigroup vested. During her employment at Citi, Ms. Desoer received shares of Citi common stock awarded under the Capital Accumulation Program. Approximately 8,409 shares vested on January 20, 2023, representing the deferred portion of Ms. Desoer's annual incentive awards for 2019, which was awarded to her under the Capital Accumulation Program. The shares are reported in the *Beneficial Ownership Table* on page 43.

A sibling of Sara Wechter, the Head of Human Resources, has been employed by Citi since 2008, first as an intern and then, beginning in 2010, as a full-time employee. She is employed by Citi's Personal Banking and Wealth Management and received 2022 compensation of \$1,501,384. A sister-in-law of Peter Babej, Citi's CEO of Asia Pacific, has been employed by Citi since 2017 and is currently employed in Citi's Compliance Group. She received 2022 compensation of \$332,297. The compensation for these employees was established by Citi in accordance with its employment and compensation practices applicable to employees with equivalent qualifications and responsibilities and holding similar positions. Ms. Wechter and Mr. Babej do not have an interest in the employment relationship of, nor do they share a household with, their respective family members who are employees of Citi.

Indebtedness

In accordance with Sarbanes-Oxley and the Citi Corporate Governance Guidelines, no margin loans may be made to any executive officer unless such person is an employee of a broker-dealer subsidiary of Citi and such loan is made in the ordinary course of business.

Certain transactions in excess of \$120,000 involving loans, deposits, credit cards, and sales of commercial paper, certificates of deposit, and other money market instruments and certain other banking transactions occurred during 2022 between Citibank, N.A. and other Citi banking subsidiaries on the one hand, and certain Directors or executive officers of Citi, members of their immediate families, corporations or organizations of which any of them is an executive officer or partner or of which any of them is the beneficial owner of 10% or more of any class of securities, or associates of the Directors, the executive officers or their family members, on the other. The transactions were made in the ordinary course of business on substantially the same terms, including interest rates and collateral, that prevailed at the time for comparable transactions with other persons not related to the lender and did not involve more than the normal risk of collectability or present other unfavorable features. Personal loans made to any Director or an executive officer must comply with Sarbanes-Oxley, Regulation O, and the Corporate Governance Guidelines, and must be made in the ordinary course of business.

Citi's Hedging Policies

Citi's Corporate Governance Guidelines prohibit the hedging of Citi common stock held by Directors and executive officers, whether the shares of stock are granted as compensation or are otherwise held by the director or executive officer. For this purpose, an executive officer means any person designated by Citi as an "officer" under Section 16 of the Exchange Act.

Citi's Code of Conduct, which applies to all Citi employees, executive officers and Directors, states that when considering personal investments in Citi securities, an individual must avoid any personal trade or investment in a security, derivative, futures contract, commodity, or other financial instrument if the trade or investment might affect or appear to affect the individual's ability to make unbiased business decisions for Citi.

In addition, Citi's Personal Trading and Investment Policy (the PTIP) prohibits the hedging in any manner (other than currency hedges) by Covered Persons (including directors and executive officers) of unvested restricted stock or deferred stock awarded as compensation under Citi's Capital Accumulation Program. The PTIP also prohibits engaging in speculative transactions in Citi securities, including sales of naked calls and speculative option strategies, as well as any other transaction that would benefit from a decline in the value of a Citi security. The PTIP generally allows Covered Persons (excluding directors and executive officers) to hedge vested long positions of then deliverable Citi securities. Covered Persons under the PTIP include (but are not limited to) individuals who 1) may have access to material non-public information regarding Citi, 2) are employed by Citi's Institutional Clients Group, 3) are FINRA-registered employees or associates of any of Citi's U.S. broker dealer entities, or 4) work in a securities or advisory business in Citi Personal Wealth Management, as well as certain individuals who are related to Covered Persons. Because directors and executive officers who are Covered Persons under the PTIP are also subject to the hedging policy applicable to directors and executive officers pursuant to the Corporate Governance Guidelines, a proposed transaction by a director or executive officer may be prohibited by application of one policy even if the transaction would be permissible under the other policy.

Finally, Citi maintains policies specific to U.K. and European regulatory requirements. These policies provide that all employees in the applicable countries who receive a portion of their remuneration in stock or any other deferral mechanism designated by Citi must not take out insurance contracts or engage in personal hedging strategies, or remuneration or liability-related contracts of insurance, that undermine, or may undermine, any risk alignment effects of their remuneration arrangements.

Reputation Risk Committees

The Reputation Risk Committees, management-level governance committees, govern the process by which material reputation risks are identified, measured, monitored, controlled and reported, and oversee that appropriate actions are taken in line with the firmwide strategic objectives, risk appetite thresholds, and regulatory expectations, while promoting a culture of risk awareness and high standards of integrity and ethical behavior across the company, consistent with Citi's Mission and Value Proposition. Regional and Business Reputation Risk Committees may escalate reputation risks for due consideration by the Group Reputation Risk Committee at the corporate level. The Group Reputation Risk Committee may escalate risks to the Nomination, Governance and Public Affairs Committee of the Board or another Committee of the Board, as appropriate.

Ethics, Conduct and Culture

At Citi, our mission is to serve as a trusted partner to our clients by responsibly providing financial services that enable growth and economic progress.

We foster a culture of ethics through our governance framework, programs and efforts that embed our culture and expectations for behavior throughout the organization, and collaboration with key stakeholders outside Citi to improve Citi's and the banking industry's culture.

Governance over Culture

The cornerstone of our approach to culture is our governance framework, which begins with a strong "tone from the top" starting with the Citigroup Board of Directors. Citi's Compensation, Performance Management and Culture Committee of the Board oversees senior management's sustained focus on efforts to foster a culture of ethics, appropriate conduct, and accountability throughout Citi. For more information, please see the Compensation, Performance Management and Culture Committee Charter, which is set forth on Citi's website at www.citigroup.com. Click on "Investors," then "Corporate Governance," and then "Citigroup Board of Directors' Committee Charters."

With oversight from the Compensation, Performance Management and Culture Committee, senior management has undertaken a number of efforts in support of Citi's culture, including developing Citi's Mission and Value Proposition and Leadership Principles. On an ongoing basis, the Compensation, Performance Management and Culture Committee remains responsible for overseeing senior management's efforts to reinforce sound ethics, responsible conduct and principled culture within Citi, which includes:

- overseeing efforts to enhance and communicate Citi's principles relating to ethics and responsible conduct, and its expectations of employee behavior, including their expression in Citi's tone from the top and Citi's Mission and Value Proposition, evaluating management's progress, and providing feedback on these efforts;
- overseeing management's efforts to support Citi's desired culture and ethical decision-making in the organization, evaluating management's progress and providing feedback on these efforts; and
- reviewing Citi's Code of Conduct and Code of Ethics for Financial Professionals.

Programs and Efforts that Embed Culture

To promote a culture of ethics and appropriate conduct, Citi focuses on empowering individuals by establishing global policies, programs, and processes that embed our values throughout the organization and guide and support our employees in making ethical decisions and adhering to Citi's standards of conduct. Under the oversight of and with input and feedback from the Compensation, Performance Management and Culture Committee, senior management has prioritized a number of efforts to further embed our values and conduct expectations into the organization. The following are a few examples of our programs and associated efforts to set, reinforce, and embed our culture at Citi:

- **Communications and awareness efforts concerning our Mission and Value Proposition**, including Citi-wide videos from senior management articulating our core principles and providing examples of these principles in action.
- **Embedding the Leadership Principles into key aspects of our employee life cycle**, such as hiring and performance reviews.
- **Training of employees on key culture-related themes**, including our Code of Conduct, ethical decision-making, and the importance of leadership.

Code of Ethics for Financial Professionals

The Citi Code of Ethics for Financial Professionals applies to Citi's Chief Executive Officer (Principal Executive Officer), Chief Financial Officer (Principal Financial Officer) and Controller (Principal Accounting Officer) and all Finance Professionals and Administrative Staff in a finance role, including but not limited to Controllers, Finance & Risk Shared Services (FRSS), Capital Planning, Financial Planning & Analysis, Productivity and Strategy, Treasury, Tax, M&A, Investor Relations and the Regional/Business teams. Citi expects all of its employees to act in accordance with the highest standards of personal and professional integrity in all aspects of their activities, to comply with all applicable laws, rules, and regulations, to deter wrongdoing, and to abide by the Citi Code of Conduct and other policies and procedures adopted by Citi that govern the conduct of its employees. The Code of Ethics for Financial Professionals is intended to supplement the Citi Code of Conduct. A copy of the Code of Ethics for Financial Professionals is available on our website at www.citigroup.com. Click on "Investors," then "Corporate Governance," and then "Code of Ethics for Financial Professionals." We will disclose amendments to, or waivers from, the Code of Ethics for Financial Professionals, if any, on our website.

Ethics Hotline

Citi expects members of its workforce to promptly raise concerns if they have any reason to believe that any Citi employee, or anyone working on Citi's behalf, may have engaged in misconduct, which includes violations or potential violations of law, regulation, rule, or breaches of Citi policy, standard, procedure, or the Citi Code of Conduct. Citi offers several channels by which employees and others may report ethical concerns, including concerns about accounting, internal controls, or auditing matters. We provide a global Ethics Hotline, a toll-free number that is available 24 hours a day, seven days a week, 365 days a year, and is staffed by live operators who can connect to translators to accommodate multiple languages. Calls to the Ethics Hotline are received by a third-party vendor, located in the United States.

Any individual may also raise a concern by accessing the global Ethics Hotline via Citi's public-facing corporate website. Individuals raising concerns may choose to remain anonymous. We prohibit retaliatory actions against anyone who raises concerns or questions in good faith, or who participates in a subsequent investigation of such concerns.

Code of Conduct

The Board has adopted a Code of Conduct, which provides an overview of certain laws, regulations, and select Citi policies standards, and procedures applicable to the activities of Citi. It also sets forth Citi's Mission and Value Proposition, as well as the standards of ethics and professional behavior expected of employees and representatives of Citi. The Code of Conduct applies to every director, officer, and employee of Citi and its consolidated subsidiaries. All Citi employees, directors, and officers are required to read and comply with the Code of Conduct. In addition, other persons performing services for Citi may be subject to the Code of Conduct by contract or other agreement. The Code of Conduct is publicly available in multiple languages at www.citigroup.com. Click on "Investors," then "Corporate Governance," and then "Code of Conduct."

Communications with the Board

Stockholders or other interested parties who wish to communicate with a member or members of the Board, including the Chair or the non-management Directors as a group, may do so by addressing their correspondence to the Board member or members, c/o the Corporate Secretary, Brent J. McIntosh, Citigroup Inc., 388 Greenwich Street, New York, NY 10013. The Board of Directors has approved a process pursuant to which the office of the Corporate Secretary will review and forward correspondence to the appropriate person or persons for response.

Stock Ownership

Citi has long encouraged stock ownership by its Directors, officers, and employees to align their interests with the long-term interests of stockholders. The Board and executive officers are subject to a stock ownership commitment, which requires these individuals to maintain a minimum ownership level of Citigroup stock. Executive officers are required to retain at least 75% of the equity awarded to them as incentive compensation (net of amounts required to pay taxes and option exercise prices) as long as they are executive officers. In addition, a stock holding period applies after the executive officer leaves Citi or is no longer an executive officer. He or she must retain, for one year after ending executive officer status, 50% of the shares previously subject to the stock ownership commitment. Directors are similarly required to retain at least 75% of the net equity awarded to them, further aligning their interests with stockholders. The Board may revise the terms of the stock ownership commitment from time to time to reflect legal and business developments warranting a change. In addition, Directors and executive officers may not enter into hedging transactions in respect of Citi's common stock or other securities issued by Citi, including securities granted by the Company to the Director or executive officer as part of his or her compensation and securities purchased or acquired by the Director or executive officer in a non-compensatory transaction. For more information on hedging, please see *Citi's Hedging Policies* on pages 39-40.

The following table shows the beneficial ownership of Citi common stock by our Directors, named executive officers, and Directors and executive officers as a group at February 27, 2023. For purposes of this table, "beneficial ownership" is determined in accordance with Rule 13d-3 under the Exchange Act, pursuant to which a person, or group of persons, is deemed to have "beneficial ownership" of any shares of common stock that such person has the right to acquire within 60 days of the date of determination.

BENEFICIAL OWNERSHIP TABLE

Name	Common Stock Beneficially Owned Excluding Options ⁽¹⁾	Options exercisable within 60 days	Owned by or Tenant in Common with Family Member, Trust, Mutual Fund or 401(K) ⁽²⁾	Total Beneficial Ownership ⁽³⁾	Receipt Deferred ⁽⁴⁾	Total Ownership ⁽⁵⁾
Peter Babej	61,872	—	—	61,872	113,809	175,681
Ellen M. Costello	50,172	—	600	50,772	3,353	54,125
Grace E. Dailey	7,643	—	—	7,643	3,353	10,996
Barbara J. Desoer	93,221	—	—	93,221	3,353	96,574
John C. Dugan	28,777	—	—	28,777	3,353	32,130
Jane N. Fraser	162,655	—	—	162,655	277,869	440,524
Duncan P. Hennes	27,503	—	—	27,503	3,353	30,856
Peter B. Henry	37,484	—	—	37,484	3,353	40,837
S. Leslie Ireland	13,174	—	—	13,174	3,353	16,527
Renée J. James	19,897	—	—	19,897	3,353	23,250
Mark A. L. Mason	57,318	—	314	57,632	150,805	208,437
Gary M. Reiner	30,554	—	—	30,554	3,353	33,907
Anand Selvakesari	76,627	—	—	76,627	127,248	203,875
Diana L. Taylor	45,864	—	—	45,864	3,353	49,217
James S. Turley	28,628	—	—	28,628	3,353	31,981
Casper W. von Koskull	—	—	—	—	3,168	3,168
Paco Ybarra	85,366	—	452,473	537,839	504,245	1,042,084
Total (28 Directors and Executive Officers as a group)	1,212,573	—	468,602	1,681,175	2,345,376	4,026,551

(1) The stock reported for certain Directors in this column includes deferred common stock, which is fully vested and which the Director or Directors have the right to acquire within 60 days.

- (2) Stock held as a tenant-in-common with a family member or trust, owned by a family member, held by a trust for which the Director or executive officer is a trustee but not a beneficiary, or held by a mutual fund which invests substantially all of its assets in Citi common stock.
- (3) At February 27, 2023, no Director or executive officer beneficially owned more than 1% of Citi's outstanding common stock. At February 27, 2023, all of the Directors and executive officers as a group beneficially owned approximately 0.09% of Citi's common stock.
- (4) Amounts represent Directors' deferred common stock. Directors receive an award of common stock in January of each year as compensation for their services during such year. In the event a Director retires or resigns from the Board in the year for which an award is granted before attaining age 72, a pro rata portion of the award is forfeited, based on the number of full or partial calendar quarters served. The common stock subject to an award becomes distributable approximately on the first anniversary of the date of grant.
- (5) Total Ownership reflects the amount represented in the Section 16 filings of the relevant Director or Executive Officer.

OWNERS OF MORE THAN 5% OF CITI COMMON STOCK

Name and Address of Beneficial Owner	Beneficial Ownership	Percent of Class
BlackRock, Inc. ^(a) 55 East 52nd Street, New York, NY 10055	163,468,812	8.4%
The Vanguard Group, Inc. ^(b) 100 Vanguard Blvd., Malvern, PA 19355	167,689,164	8.66%

(a) Based on the Schedule 13G filed with the SEC on February 3, 2023 by BlackRock, Inc. and certain subsidiaries, BlackRock reported that it had sole voting power over 147,309,212 shares and had sole dispositive power over 163,468,812 shares.

(b) Based on the Schedule 13G filed with the SEC on February 9, 2023 by The Vanguard Group, Inc. and certain subsidiaries, Vanguard reported that it had sole voting power over 0 shares; sole dispositive power over 159,373,081 shares; shared voting power over 2,766,224 shares; and shared dispositive power over 8,316,083 shares.

Proposal 1: Election of Directors

The Board has nominated all of the current Directors for re-election at the 2023 Annual Meeting. On January 11, 2023, the Board elected Casper W. von Koskull to the Board of Directors. Mr. von Koskull was recommended as a candidate for election to Citi's Board by Spencer Stuart, the Board's nominating consultant. Directors are not eligible to stand for re-election after reaching the age of 72. If elected, each nominee will hold office until the 2024 Annual Meeting or until his or her successor is qualified and elected.

Director Criteria and Nomination Process

The Nomination, Governance and Public Affairs Committee considers all qualified candidates identified by members of the Nomination, Governance and Public Affairs Committee, by other members of the Board, by senior management, and by security holders. During 2022, the Committee engaged Spencer Stuart to assist in identifying and evaluating potential nominees. Stockholders who would like to propose a Director candidate for consideration by the Nomination, Governance and Public Affairs Committee may do so by submitting the candidate's name, résumé, and biographical information to the attention of the Corporate Secretary, Citigroup Inc., 388 Greenwich Street, New York, New York 10013. All proposals for nominations received by the Corporate Secretary will be presented to the Committee for its consideration.

In considering the composition of the Board of Directors, the Nomination, Governance and Public Affairs Committee inventories the categories of risks faced by Citi, given its size, business mix, and geographical presence, and seeks to identify candidates with the skills and experience necessary to enable the Board of Directors to provide proper oversight of those risks. The Nomination, Governance and Public Affairs Committee also takes Director tenure into consideration when making Director nomination decisions and believes that it is desirable to maintain a mix of longer-tenured, experienced Directors and newer Directors with fresh perspectives. The Nomination, Governance and Public Affairs Committee and the Board also believe that longer-tenured, experienced Directors are a significant strength of the Board, given the large size of our Company, the breadth of our product offerings, and the international scope of our organization. When nominating new director candidates, the Nomination, Governance and Public Affairs Committee instructs its recruiting firm to include diverse candidates in each slate. The Board's composition, and the individuals nominated for consideration by stockholders, are the result of careful consideration by the Committee of the correspondence between the risk inventory and skills and experience of the Board members and candidates. In addition to the ability to assist the Board in its oversight of a particular risk or risks, as more fully described in each nominee's biography, the members of the Board are assessed based on a variety of factors, including the following criteria, which have been developed by the Nomination, Governance and Public Affairs Committee and approved by the Board:

- Whether the candidate has exhibited behavior that indicates he or she is committed to the highest ethical standards;
- Whether the candidate has had business, governmental, non-profit or professional experience at the chair, chief executive officer, chief operating officer, or equivalent policy-making and operational level of a large organization with significant international activities across many regulatory jurisdictions and regions that indicates that the candidate will be able to make a meaningful and immediate contribution to the Board's discussion of and decision-making on the array of complex issues facing a large financial services business that operates on a global scale;
- Whether the candidate has special skills, expertise and a diverse background that would complement the attributes of the existing Directors, taking into consideration the diverse communities and geographies in which the Company operates;
- Whether the candidate has the financial expertise required to provide effective oversight of a diversified financial services business that operates on a global scale;
- Whether the candidate has achieved prominence in his or her business, governmental, or professional activities and has built a reputation that demonstrates the ability to make the kind of important and sensitive judgments that the Board is called upon to make;

- Whether the candidate will effectively, consistently, and appropriately take into account and balance the legitimate interests and concerns of all of the Company's stockholders and other stakeholders in reaching decisions, rather than advancing the interests of a particular constituency;
- Whether the candidate possesses a willingness to challenge management while working constructively as part of a team in an environment of collegiality and trust; and
- Whether the candidate will be able to devote sufficient time and energy to the performance of his or her duties as a Director.

Application of these factors involves the exercise of judgment by the Nomination, Governance and Public Affairs Committee and the Board. In addition, see *Board Diversity* on page 28 for additional factors considered by the Board when selecting candidates.

Based on its assessment of each candidate's independence, skills and qualifications and the criteria described above, the Nomination, Governance and Public Affairs Committee will make recommendations regarding potential Director candidates to the Board.

The Nomination, Governance and Public Affairs Committee follows the same process and uses the same criteria for evaluating candidates proposed by stockholders, members of the Board of Directors, and members of senior management. For the 2023 Annual Meeting, we received timely notice from two stockholders who proposed themselves for consideration to be nominated by the Nomination, Governance and Public Affairs Committee to stand for election at the Annual Meeting. The qualifications of the individuals were discussed at a meeting of the Nomination, Governance and Public Affairs Committee and the views of Spencer Stuart were considered. After deliberation, the Committee decided not to include these two individuals on the slate of candidates it proposed to the full Board for consideration. The Nomination, Governance and Public Affairs Committee used the above-mentioned criteria to evaluate the candidates.

Director Qualifications

The nominees for the Board of Directors each have the qualifications and experience to approve and guide Citi's strategy and to oversee management's execution of that strategic vision. Citi's Board of Directors consists of individuals with the skills, experience, and diverse backgrounds necessary to oversee Citi's efforts toward becoming a simpler, smaller, safer, and stronger financial institution, while mitigating risk and operating within a complex financial and regulatory environment.

The nominees listed below are leaders in business, the financial community, and academia because of their intellectual acumen and analytical skills, strategic vision, ability to lead and inspire others to work with them, and records of outstanding accomplishments over a period of decades. Each has been chosen to stand for election in part because of his or her ability and willingness to ask difficult questions, understand Citi's unique challenges, and evaluate the strategies proposed by management, as well as their implementation.

Each of the nominees has a long record of professional integrity, a dedication to his or her profession and community, a strong work ethic that includes a commitment to coming fully prepared to meetings and being willing to spend the time and effort needed to fulfill professional obligations and the ability to maintain a collegial environment.

Many of our nominees are either current or former chief executive officers or chairs of other large international corporations or have experience leading and operating large, complex academic or governmental departments. As such, they have a deep understanding of, and extensive experience in, many of the areas that are outlined below as being of critical importance to Citi's proper operation and success. For the purposes of its analysis, the Board has determined that nominees who have served as a chief executive officer or a chair of a major corporation or large, complex institution have extensive experience with strategic planning, financial statement preparation, compensation determinations, regulatory compliance (if their businesses are or were regulated), corporate governance, public affairs, and legal matters.

In evaluating the composition of the Board, the Nomination, Governance and Public Affairs Committee seeks to find and retain individuals who, in addition to having the qualifications set forth in Citi's Corporate Governance Guidelines, have the skills, experience and abilities necessary to meet Citi's unique needs as a highly regulated financial services company with operations in the corporate and consumer businesses within the United States and more than 100 countries around the globe. The Committee has determined it is critically important to Citi's proper operation and success that its Board has, in addition to the qualities described above, expertise and experience in the following areas:



Compensation

Citi's Compensation, Performance Management and Culture Committee is responsible for determining the compensation of the CEO and approving the compensation of other executive officers of the Company and the Executive Management Team. In order to properly carry out its responsibilities with respect to compensation, Citi's Board must include members who have experience evaluating the structure of compensation for senior executives. They must understand the various forms of compensation that can be utilized, the purpose of each type and how various elements of compensation can be used to motivate and reward executives and drive performance, while not encouraging imprudent risk-taking or simply having short-term goals.



Consumer Business and Financial Services

Citi's Personal Banking and Wealth Management, a global leader in banking, credit cards and wealth management, is a critical growth engine for Citi. Globally, Citi continues to introduce industry-leading digital capabilities, redesign the client experience, and embed its services in the most popular social and e-commerce platforms, enabling customers to bank anytime, anywhere, on their channel of choice. Citi looks to its Board members with extensive consumer experience to assist it in evaluating its business model and strategies for reaching and servicing its retail customers domestically and around the world. It is critically important that its Board include members who have consumer-oriented and financial services backgrounds.



Corporate Governance

Citi aspires to the highest standards of corporate governance and ethical conduct: doing what we say, reporting results with accuracy and transparency, and maintaining compliance with the laws, rules, and regulations that govern the Company's businesses. The Board is responsible for shaping corporate governance policies and practices, including adopting the corporate governance guidelines applicable to the Company and monitoring the Company's compliance with governance policies and the guidelines. To carry out these responsibilities, the Board must include experienced leaders in the area of corporate governance who must be familiar with governance issues, the constituencies most interested in those issues, and the impact that governance policies have on the functioning of a company.



Cybersecurity and Data Management

Citi has a long history as a technology innovator—Citibank, N.A. was one of the first banks to offer automatic teller machines for its customers during the 1970s. As Citi deploys new technology and platform innovations to gather, process, analyze, and provide information to execute transactions and meet the needs of its clients and customers, Citi must ensure that its operations are efficient and there is a continuous focus on enhancing productivity to meet its operational and strategic goals, while mitigating technology risks through efforts to improve cybersecurity, data privacy, and data management efforts. The Board must include members who have knowledge and experience in technology, including such technology-centric issues as cybersecurity, data privacy and data management. Members of the Board must be qualified to provide oversight of the development and maintenance of Citi's technology platforms; Citi's compliance with regulatory requirements; Citi's operational efficiency and productivity strategies; the operations and reliability of Citi's systems; and the protection of client and customer data.



ESG is a critical business issue, with ties to both risk and opportunity. Citi has been engaged in sustainability for over 20 years and views the environment, sustainability and transparency as important aspects of stockholder and broader stakeholder value. Citi communicates its sustainability and ESG efforts to stockholders, clients and other stakeholders, including its achievements in the areas of environmental sustainability, climate change, net zero, community investment and development, and human rights. Environmental and social issues have the potential to impede corporate plans and long-term performance, which is why it is necessary to have a sustainability-competent Board. Citi's Board must include members with experience in the areas of climate change and finance, community development, corporate social responsibility and other ESG issues to help Citi navigate these complex and quickly evolving issues and to assist management in evaluating Citi's ESG policies and programs.



Citi's internal controls over financial reporting are designed to ensure that Citi's financial reporting and its financial statements are prepared in accordance with generally accepted accounting principles. While the Board and its committees are not responsible for preparing our financial statements, they have oversight responsibility, including the selection of outside independent auditors, subject to stockholder ratification, and lead audit engagement partner. The Board must include members with direct or supervisory experience in the preparation of financial statements, as well as finance, audit, and accounting expertise.



Citi employs approximately 240,000 people in nearly 100 countries. Human capital management is a critical capability for Citi's Board given the strategic importance of maintaining a skilled, motivated workforce. Citi's Board must include Directors who understand key issues related to human capital including training, diversity, employee benefits, compensation programs, career trajectories, and U.S. and global labor issues. Having Directors with the appropriate expertise to review our succession strategy and leadership pipeline for key roles while taking into account Citi's long-term corporate strategy is paramount to managing Citi's resources – its employees. Citi seeks out Board members who have had experience overseeing and managing executive teams and a sizeable worldwide workforce, with an emphasis on development of human resources.



Citi provides a wide variety of services to its corporate clients, including strategic and financial advisory services, such as mergers, acquisitions, financial restructurings, loans, foreign exchange, cash management, underwriting and distributing equity, and debt and equity derivative services, markets and securities services, retail structured products, liquidity management, treasury and trade solutions and securities and fund services. With a corporate business as extensive and complex as Citi's, it is crucial that members of the Board have the depth of understanding and experience necessary to guide management's conduct of these lines of business.



International Business or Economics

As a company with a broad international reach, Citi's Board values the perspectives of Directors with international business or governmental experience or expertise in global economics. Citi's presence in markets outside the United States is an important competitive advantage for Citi, because it allows us to serve U.S. and foreign businesses and individual clients whose activities span the globe. Directors with international business experience can use the experience that they have developed through their own business dealings to assist Citi's Board and management in understanding and successfully navigating the business, political, and regulatory environments in countries in which Citi does or seeks to do business. Directors with global economics expertise can help guide Citi management in understanding the challenges faced by other markets and in developing its global strategy.



Legal, Regulatory and Compliance

Citi and its subsidiaries are regulated and supervised by numerous regulatory agencies, both domestically and internationally, including in the U.S. the FRB, the OCC, the Federal Deposit Insurance Corporation, the Consumer Financial Protection Bureau, and state banking and insurance departments, as well as international financial services authorities. Having Directors with experience interacting with regulators or operating businesses subject to extensive regulation is important to furthering Citi's continued compliance with its many regulatory requirements and fostering productive relationships with its regulators. Given the critical importance of ethics, conduct and culture, Citi's Board must include members with experience overseeing ethics and compliance and building an effective, values-based ethics and compliance program. In addition to the regulatory supervision described above, Citi is subject to myriad laws and regulations and is party to legal actions and regulatory proceedings from time to time. Citi's Board has an important oversight function with respect to compliance with applicable requirements, which includes monitoring the progress of legal proceedings and evaluating major settlements.



Risk Management

Risk management is a critical function of a complex global financial services company and its proper supervision requires Board members with sophisticated risk management skills and experience. Directors provide oversight of the Company's risk management framework, including the significant policies, procedures, and practices used in managing credit, market (trading and non-trading), liquidity, strategic, operational, compliance, reputation and certain other risks, and review recommendations by management regarding risk mitigation. Citi's Board must include members with risk expertise to assist Citi in its efforts to properly identify, measure, monitor, report, analyze, and control or mitigate risk.

The Nominees

The following tables give information—provided by the nominees—about their principal occupation, business experience, and other matters.

Each nominee's biography highlights his or her particular skills, qualifications, and experience that support the conclusion of the Nomination, Governance and Public Affairs Committee that the nominee is extremely qualified to serve on Citi's Board.

Board Recommendation

The Board of Directors recommends that you vote **FOR** each of the following nominees.



Name and Age at Record Date



Ellen M. Costello
Age: 68

Director of Citigroup since 2016

Other Public Company Directorships: Diebold Nixdorf, Inc. (until April 27, 2023)

Previous Directorships within the last five years: DH Corporation

Other Activities: The Economic Club of Chicago (Member)

Position, Principal Occupation, Business Experience and Directorships

Former President and Chief Executive Officer, BMO Financial Corporation, and Former U.S. Country Head, BMO Financial Group

- President and CEO, BMO Financial Corporation and U.S. Country Head, BMO Financial Group - 2011 to 2013
- Group Head, Personal and Commercial Banking, U.S. and President and Chief Executive Officer, BMO Harris Bank N.A., BMO Financial Group - 2006 to 2011
- Vice Chairman and Head, Securitization and Credit Investment Management, Merchant Banking and Head of N.Y. Office, Capital Markets Group, BMO Financial Group - 2000 to 2006
- Executive Vice President, Strategic Initiatives, Capital Markets Group, BMO Financial Group - 2000
- Executive Vice President and Head, Global Treasury Group, BMO Financial Group - 1997 to 1999
- Senior Vice President and Deputy Treasurer, Global Treasury Group, BMO Financial Group - 1995 to 1997
- Managing Director and Regional Treasurer, Asia Pacific, Global Treasury Group, BMO Financial Group - 1993 to 1994
- Managing Director and Head, North American Financial Product Sales, Global Treasury Group, BMO Financial Group - 1991 to 1993

Skills and Qualifications

Ms. Costello is an accomplished financial services executive and through her prominent roles in the areas of Financial Services, Risk Management, Institutional and Consumer Businesses, Financial Reporting, Operations and Technology, and Regulatory and Compliance, has been nominated to serve on the Board. Because Citi is an international financial services company with both consumer and institutional businesses, having former banking executives with extensive banking experience, like Ms. Costello, as Board members enables the Board to provide knowledgeable oversight to its business and regulatory activities. In her 30 years at BMO Financial Group, a global financial institution, Ms. Costello acquired extensive experience in personal and commercial banking, wealth management, and capital markets businesses in Canada, Asia, and the U.S. In her roles in Global Treasury and Global Capital Markets, she gained experience in corporate, institutional, and investment banking, securities, trading, and asset management. As CEO of BMO Harris Bank N.A., Ms. Costello gained experience in personal and commercial banking, strategic planning, marketing, regulatory compliance, financial reporting, and personnel matters. Additionally, as CEO of BMO Financial Corporation and U.S. Country Head of BMO Financial Group, she gained further experience in regulatory compliance, including capital and resolution planning, risk management, and governance. Her prior board service at DH Corporation and her current board service at Diebold Nixdorf provide her with experience in global operations and financial technologies businesses. Ms. Costello's extensive financial services background also adds significant value to Citi's and Citibank's relationships with various regulators and stakeholders.

Primary Qualifications



- Consumer Business and Financial Services
- Financial Reporting
- Institutional Business
- Legal, Regulatory and Compliance

Name and Age at Record Date



Grace E. Dailey
Age: 62

Director of Citigroup since 2019

Director of Citibank, N.A. since 2020

Other Public Company Directorships:
None

Previous Directorships within the last five years:
None

Other Activities:
None

Position, Principal Occupation, Business Experience and Directorships

Former Senior Deputy Comptroller for Bank Supervision Policy and Chief National Bank Examiner, Office of the Comptroller of the Currency

- Senior Deputy Comptroller for Bank Supervision Policy and Chief National Bank Examiner, Office of the Comptroller of the Currency - 2016 to 2019
- Assistant Deputy Comptroller, Office of the Comptroller of the Currency - 2015 to 2016
- Examiner-in-Charge - U.S. Bank, Office of the Comptroller of the Currency - 2010 to 2015
- Deputy Comptroller - Large Bank Supervision, Office of the Comptroller of the Currency - 2001 to 2010
- Examiner-in-Charge - Citibank, Office of the Comptroller of the Currency - 1997 to 2001
- Various Roles, Office of the Comptroller of the Currency - 1983 to 1997

Skills and Qualifications

Ms. Dailey is an experienced former banking regulator and has been nominated to serve on the Board because of her extensive skills and knowledge in the areas of Consumer Business and Financial Services, Financial Reporting, Regulatory and Compliance, and Risk Management. Ms. Dailey's service as the former Senior Deputy Comptroller for Bank Supervision Policy and as the former Chief National Bank Examiner enables her to bring deep experience in risk management, consumer banking, and financial regulation. In addition, her extensive financial services background adds significant value to Citi's Board. Her 36 years of experience as a banking regulator gives her a unique understanding of our industry and insight into key issues facing financial institutions. Ms. Dailey's extensive risk management, regulatory, compliance, and government affairs experience well qualify her to serve on Citi's Board.

Primary Qualifications

- Consumer Business and Financial Services
- Financial Reporting
- Legal, Regulatory and Compliance
- Risk Management

Name and Age at Record Date**Barbara J. Desoer**
Age: 70**Director of Citigroup**
since 2019**Director of Citibank, N.A.**
since 2014**Other Public Company Directorships:**
DaVita Inc.**Previous Directorships within the last five years:**
None**Other Activities:**
InStride (Advisory Board Member)**Position, Principal Occupation, Business Experience and Directorships****Chair****Citibank, N.A.**

- Chair, Citibank, N.A. - April 2019 to Present
- Chief Executive Officer, Citibank, N.A. - April 2014 to April 2019
- Chief Operating Officer, Citibank, N.A. - October 2013 to April 2014
- President, Bank of America Home Loans, Bank of America - 2008 to 2012
- Global Technology & Operations Executive, Bank of America - 2004 to 2008

Skills and Qualifications

Ms. Desoer has been nominated to serve on the Board because of her significant insight into the financial services industry, including client services, and extensive expertise in financial management, risk management and the management of regulatory issues at large financial institutions. She has over 40 years of large bank experience, as the CEO of Citibank, N.A. for five years and a 35-year career at Bank of America, serving in such roles as the President of Bank of America Home Loans and as a Global Technology & Operations Executive. Ms. Desoer's knowledge of and experience in the financial services qualifies her to serve on Citi's Board. Her primary qualifications are in the following areas: Consumer Business and Financial Services, and Institutional Business through her roles at Citibank, N.A. and Bank of America; Operations and Technology experience while serving as a Global Technology & Operations Executive at Bank of America where she enabled growth and innovation through technology; Regulatory and Compliance through her service as the CEO of Citibank, N.A. and previously as the head of Citi's Anti-Money Laundering Program; and Risk Management through her oversight of Citi's Comprehensive Capital Analysis and Review Process and serving on Citibank's Risk Management Committee. Ms. Desoer is a significant asset to Citi's Board because of her expertise in financial regulation, leadership in the operations of a large global financial institution, technology and management.

Primary Qualifications

Consumer Business and Financial Services



Institutional Business



Legal, Regulatory and Compliance



Risk Management

Name and Age at Record Date

John C. Dugan
Age: 67
Director of Citigroup since 2017
Other Public Company Directorships:
None

Previous Directorships within the last five years:
None

Other Activities:
University of Michigan, "Michigan in Washington" program (Advisory Board)

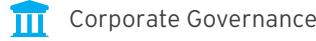
Position, Principal Occupation, Business Experience and Directorships
Chair
Citigroup Inc.

- Chair, Citigroup Inc. - January 2019 to Present
- Director, Citigroup Inc. - October 2017 to Present
- Partner and Chair, Financial Institutions Group, Covington & Burling LLP - 2011 to 2017
- Comptroller of the Currency - 2005 to 2010
- Partner (1995 to 2005) and Of Counsel (1993 to 1995), Covington & Burling LLP
- Assistant Secretary for Domestic Finance and Deputy Assistant Secretary for Financial Institutions Policy, U.S. Department of the Treasury - 1989 to 1993
- Minority General Counsel and Counsel for the U.S. Senate Committee on Banking, Housing, and Urban Affairs - 1985 to 1989

Skills and Qualifications

Mr. Dugan is an experienced former banking regulator and former law firm partner and has been nominated to serve on the Board because of his extensive skills and knowledge in the areas of Risk Management, Compensation, Financial Services, Corporate Governance, and Legal, Regulatory and Compliance. Because Citi operates in a highly regulated industry, having Board members like Mr. Dugan, with valuable expertise and perspective in regulatory, legal, and compliance matters, is vital to enhancing the Board's oversight of the Company. During his tenure as Comptroller of the Currency, Mr. Dugan led the agency through the financial crisis and the ensuing recession that resulted in numerous regulatory, supervisory, and legislative actions for national banks. As a former partner at Covington & Burling LLP, Mr. Dugan advised financial institution clients, including boards of directors, on a range of issues arising from increased regulatory requirements resulting from the financial crisis, including the implementation of the Dodd-Frank Act. In the international arena, Mr. Dugan developed important expertise and insights from serving on the Basel Committee on Banking Supervision as it formulated the "Basel III" regulatory standards; chairing the Joint Forum of banking, securities, and insurance supervisors; performing an active role at the Financial Stability Board; and serving as a member of the Global Advisory Board of Mitsubishi UFJ Financial Group, Inc. Mr. Dugan also developed valuable perspective on accounting issues from his five years of service as Trustee of the Financial Accounting Foundation, which oversees the Financial Accounting Standards Board and the Government Accounting Standards Board.

Primary Qualifications

Compensation

Corporate Governance

Legal, Regulatory and Compliance

Risk Management

Name and Age at Record Date

Jane N. Fraser
Age: 55
Director of Citigroup
since 2020

Director of Citibank, N.A.
since 2020

Other Public Company Directorships:
None

Previous Directorships within the last five years:
None

Other Activities:
Council on Foreign Relations (Member), Harvard Business School (Board of Dean's Advisors), and Stanford Advisory Board (Member)

Position, Principal Occupation, Business Experience and Directorships
Chief Executive Officer
Citigroup Inc.

- Chief Executive Officer, Citigroup Inc. - February 26, 2021 to Present
- President of Citi - October 2019 to February 2021
- Chief Executive Officer, Global Consumer Banking - 2019 to 2020
- Chief Executive Officer, Citi Latin America - 2015 to 2019
- CEO, U.S. Consumer and Commercial Banking and CitiMortgage - 2013 to 2015
- Global Head of Citi Private Bank - 2009 to 2013
- Global Head of Strategy and Mergers & Acquisitions - 2007 to 2009

Skills and Qualifications

Ms. Fraser is an experienced financial services executive and finance professional, and has been nominated to serve on the Board because of her extensive experience and expertise in the areas of Corporate and Consumer Businesses, Financial Services, Human Capital Management, Institutional Business, Regulatory and Compliance, and Corporate Affairs. Ms. Fraser has gained leadership experience as the President of Citi, extensive consumer business experience as the CEO of Citi's Global Consumer Banking business, and as the CEO of Citi's U.S. Consumer and Commercial Banking and Mortgage businesses. She also has experience in global and institutional business operations as the CEO of Citi Latin America, and strategic planning experience as the Global Head of Strategy and Mergers & Acquisitions. With extensive knowledge and experience with both major business lines at Citi, as well as experience leading from the top of the house, Ms. Fraser is uniquely qualified to serve on the Board. In her previous role as President and in her current role as CEO of Citigroup Inc. she has gained extensive experience with Citi's governance, regulatory interaction, human capital management, ESG initiatives, and values and culture. She also brings significant risk management, regulatory, and international experience to our Board. The Board believes that Ms. Fraser, with her financial background, leadership and operational skills, and expertise in regulatory matters and banking, is a valuable resource for the Board.

Primary Qualifications


Consumer Business and Financial Services



Human Capital Management



International Business or Economics



Legal, Regulatory and Compliance

Name and Age at Record Date

Duncan P. Hennes
Age: 66
Director of Citigroup
 since 2013

Director of Citibank, N.A.
 since 2013

Other Public Company Directorships:
 RenaissanceRe Holdings Ltd.

Previous Directorships within the last five years:
 None

Other Activities:
 None

Position, Principal Occupation, Business Experience and Directorships
Co-Founder and Partner
Atrevida Partners, LLC

- Co-Founder and Partner, Atrevida Partners, LLC - June 2007 to Present
- Co-Founder and Partner, Promontory Financial Group - 2000 to 2006
- Chief Executive Officer, Soros Fund Management - 1999 to 2000
- Executive Vice President/Treasurer, Bankers Trust Corporation - 1987 to 1999
- Audit Manager, Arthur Andersen & Co. - 1979 to 1987

Skills and Qualifications

Mr. Hennes is an experienced financial services professional and has been nominated to serve on the Board because of his considerable expertise in the areas of Compensation, Financial Services, Risk Management, Financial Reporting, Institutional Business, and Regulatory and Compliance. Because Citi is an international financial services company with a significant institutional business and a need to ensure proper risk management, having an executive, like Mr. Hennes, with extensive institutional and risk management experience, enables the Board to provide knowledgeable oversight of its institutional business and its risk management function. In his role as the Co-Founder of Atrevida Partners, LLC and his prior experience at Promontory Financial Group and Bankers Trust Corporation, Mr. Hennes has developed wide-ranging skills and experience in financial services, regulatory compliance, corporate and investment banking, and securities and trading. While at Bankers Trust Corporation, Mr. Hennes was Chairman of Oversight Partners I, the consortium of 14 firms that participated in the equity recapitalization of Long-Term Capital Management. As the Chairman of Oversight Partners I, Mr. Hennes gained experience in credit and risk management, and personnel matters. In his capacity as CEO of Soros Fund Management, Mr. Hennes gained experience in investing, operational infrastructure, and trading, including arbitrage activities. Mr. Hennes's experience as a Certified Public Accountant has also given him audit, financial reporting, and risk management expertise.

Primary Qualifications


Compensation



Institutional Business



Legal, Regulatory and Compliance



Risk Management

Name and Age at Record Date


Peter B. Henry
Age: 53

Director of Citigroup since 2015

Other Public Company Directorships:
Nike, Inc.

Previous Directorships within the last five years:
General Electric Company

Other Activities:
National Bureau of Economic Research (Board), The Economic Club of New York (Board), Protiviti (Advisory Board), Biospring Partners (Advisory Board), Makena Capital (Advisory Board) and Two Bridges Football Club (Board)

Position, Principal Occupation, Business Experience and Directorships
Class of 1984 Senior Fellow, Hoover Institution, and Senior Fellow, Freeman Spogli Institute for International Studies, Stanford University

- Class of 1984 Senior Fellow, Hoover Institution, and Senior Fellow, Freeman Spogli Institute for International Studies, Stanford University - September 2022 to Present
- Dean Emeritus and W. R. Berkley Professor of Economics and Finance, New York University, Leonard N. Stern School of Business - December 2017 to September 2022
- Dean, New York University, Leonard N. Stern School of Business - January 2010 to December 2017
- Faculty Member, Stanford University - 1997 to 2009
- Fellow, National Science Foundation - 1993 to 1996

Skills and Qualifications

Mr. Henry, a leading academic and seasoned international economist, has been nominated to serve on the Board because of his extensive expertise in the areas of International Business or Economics, Financial Services, Risk Management, Financial Reporting, Institutional Business, Human Capital Management, and Corporate Governance. As a renowned international economist, he shares important perspectives with the Board on emerging markets, which is a focus of Citi's strategy. The experience he gained in his role as Dean of the Leonard N. Stern School of Business enables him to provide an important perspective to the Board's discussions on public affairs, financial, and operational matters. As a member of the Board of Nike, Inc. and its Audit, Corporate Responsibility and Sustainability, and Governance Committees, Mr. Henry has gained knowledge about the consumer business environment, sustainability issues, and governance. Mr. Henry's governmental advisory roles, including leadership of President Obama's Transition Team's review of international lending agencies and his service as an economic advisor to governments in developing and emerging markets, have given him valuable insights and perspectives on international business and financial services. Mr. Henry brings to the Board experience in executive leadership at a large private university, including a robust understanding of the issues facing companies and governments in both mature and emerging markets around the world.

Primary Qualifications


Corporate Governance



ESG



Human Capital Management



International Business or Economics

Name and Age at Record Date



S. Leslie Ireland

Age: 63

Director of Citigroup since 2017

Director of Citibank, N.A. since 2017

Other Public Company Directorships:
KnightSwan Acquisition Corp.

Previous Directorships within the last five years:
None

Other Activities:
The Stimson Center (Board) and Chubb Insurance (Cyber Advisory Board)

Position, Principal Occupation, Business Experience and Directorships

Former Assistant Secretary for Intelligence and Analysis, U.S. Department of the Treasury, and National Intelligence Manager for Threat Finance, Office of the Director of National Intelligence

- Assistant Secretary and Head of the Office of Intelligence and Analysis, U.S. Department of the Treasury - 2010 to 2016
- National Intelligence Manager for Threat Finance, Office of the Director of National Intelligence - 2010 to 2016
- President's Daily Intelligence Brief - 2008 to 2010
- Iran Mission Manager - 2005 to 2008
- Executive Advisor to the Director and Deputy Director on Central Intelligence, CIA - 2004 to 2005
- Various Leadership, Staff and Analytical positions (classified), CIA - 1985 to 2003

Skills and Qualifications

Ms. Ireland, former Assistant Secretary for Intelligence and Analysis for the U.S. Department of the Treasury and National Intelligence Manager for Threat Finance, brings to Citi significant knowledge and expertise from her career in financial intelligence and cybersecurity, both in the U.S. and internationally. Ms. Ireland has been nominated to serve on the Board because of her experience in the areas of Institutional Business and Economics, Cybersecurity and Data Management, Regulatory and Compliance, and Risk Management. During her service to the U.S. Government, Ms. Ireland provided global economic and financial intelligence, developed and strengthened infrastructure to protect U.S. national security, and advised and oversaw financial intelligence processes. Ms. Ireland is able to offer unique insight and perspective to Citi's Board on financial threats faced by organizations in the public and private sectors, including cybersecurity and money laundering. Ms. Ireland's expertise in protecting IT systems from internal and external cybersecurity threats, and setting and evaluating organizational risks, helps enhance the Board's oversight of cybersecurity and risk management practices.

Primary Qualifications

- Cybersecurity and Data Management
- International Business or Economics
- Legal, Regulatory and Compliance
- Risk Management

Name and Age at Record Date**Renée J. James**
Age: 58**Director of Citigroup**
since 2016**Other Public Company Directorships:**
Oracle Corporation**Previous Directorships within the last five years:**
Sabre Corporation and Vodafone Group Plc**Other Activities:**
President's National Security Telecommunications Advisory Committee (Member and Prior Chair) and University of Oregon (Trustee)**Position, Principal Occupation, Business Experience and Directorships****Founder, Chair and CEO, Ampere Computing**

- Founder, Chair and CEO, Ampere Computing - February 2017 to Present
- Operating Executive, The Carlyle Group - February 2016 to Present
- President, Intel Corporation - 2013 to 2016
- Executive Vice President of Intel Corporation - 2004 to 2013
- Group Vice President and General Manager, Software Development - 2001 to 2004
- Chief Operating Officer, Intel Online Solutions - 1999 to 2001
- Chief of Staff to Intel Founder, Chairman and CEO Andrew Grove - 1995 to 1999

Skills and Qualifications

Ms. James is a seasoned technology leader with broad international operations experience managing large-scale, complex global operations. An accomplished operational executive, Ms. James has been nominated to serve on the Board because of her expertise in the areas of Technology, Cybersecurity and Data Management, Risk Management, Human Capital Management, and International and Consumer Businesses. Through her 28-year career as a technology executive at Intel and in her current role as Founder, Chair and CEO of Ampere Computing, a private technology company, and her role as Operating Executive with the Media and Technology Practice at The Carlyle Group, as well as in her role on the National Security Telecommunications Advisory Committee to the President of the United States, Ms. James has developed extensive expertise in cybersecurity and emerging technologies. These skills are particularly important to Citi as a member of an industry facing cyber threats and as a company embracing innovation and new technologies. Through her career at Intel and her service on the boards of other prominent international companies (Oracle Corporation, Sabre Corporation, and Vodafone Group Plc), Ms. James has had executive experience with consumer risk management and corporate governance issues.

Primary Qualifications

- Consumer Business and Financial Services
- Cybersecurity and Data Management
- Human Capital Management
- Risk Management

Name and Age at Record Date

Gary M. Reiner
Age: 68
Director of Citigroup
 since 2013

Other Public Company Directorships:
 Hewlett Packard Enterprise Company

Previous Directorships within the last five years:
 Box Inc.

Other Activities:
 None

Position, Principal Occupation, Business Experience and Directorships
Operating Partner
General Atlantic LLC

- Operating Partner, General Atlantic LLC - September 2010 to Present
- Senior Vice President and Chief Information Officer, General Electric Company - 1996 to 2010
- Partner, Boston Consulting Group - 1986 to 1991

Skills and Qualifications

Mr. Reiner is an experienced executive and has been nominated to serve on the Board because of his experience in the areas of Cybersecurity and Data Management, Financial Reporting, Compensation, Corporate Governance, and International and Consumer Businesses. In his current role as Operating Partner of General Atlantic LLC, he has continued to broaden his considerable expertise in technology and management. Through his tenure as Chief Information Officer at General Electric, Mr. Reiner gained extensive experience in the management of a large, complex, multinational operation, developing technology innovations, strategic planning, and marketing to an international consumer and institutional customer base. He also has significant knowledge and insight in information technology through his many years of service as a partner of Boston Consulting Group, where he focused on strategic issues for technology businesses and in advising on cybersecurity issues. Mr. Reiner's expertise as an innovative technology leader assists Citi in meeting the operational, technology, and cybersecurity challenges inherent in operating a financial services company in the 21st century. Through his service on the Hewlett Packard Board of Directors, Mr. Reiner has developed additional leadership, sustainability and corporate governance expertise as the Chair of its Nominating, Governance and Social Responsibility Committee.

Primary Qualifications

- Compensation
- Consumer Business and Financial Services
- Cybersecurity and Data Management
- International Business or Economics

Name and Age at Record Date

Diana L. Taylor
Age: 68
Director of Citigroup
since 2009

Director of Citibank, N.A.
since 2020

Other Public Company Directorships:
Brookfield Asset Management

Previous Directorships within the last five years:
Sotheby's

Other Activities:
Accion (Chair), Columbia Business School (Board of Overseers), Girls Educational & Mentoring Services (GEMS) (Member), Friends of Hudson River Park (Chair), Ideas42, Mailman School of Public Health (Board of Overseers), The Economic Club of New York, Council on Foreign Relations (Member), Hot Bread Kitchen (Board Chair), Cold Spring Harbor Lab (Member) and New York City Ballet (Board Chair)

Position, Principal Occupation, Business Experience and Directorships
Former Superintendent of Banks, State of New York

- Vice Chair, Solera Capital LLC - July 2014 to 2018
- Managing Director, Wolfensohn Fund Management, L.P. - 2007 to 2014
- Superintendent of Banks, State of New York - 2003 to 2007
- Deputy Secretary, Governor Pataki, State of New York - 2002 to 2003
- Chief Financial Officer, Long Island Power Authority - 2001 to 2002
- Vice President, KeySpan Energy - 1999 to 2001
- Assistant Secretary, Governor Pataki, State of New York - 1996 to 1999
- Executive Vice President, Muriel Siebert & Company - 1993 to 1994
- President, M.R. Beal & Company - 1988 to 1993 and 1995 to 1996

Skills and Qualifications

Ms. Taylor is an experienced financial services executive and former regulator and has been nominated to serve on the Board because of her wide-ranging experience in the areas of Financial Services, Institutional Business, Regulatory and Compliance, Risk Management, Compensation, Corporate Governance, and Sustainability. Citi's Board provides oversight of Citi's banking businesses and regulatory relationships, areas where Ms. Taylor is highly skilled; it also provides oversight of Citi's compensation programs and governance, including public affairs matters, where Ms. Taylor is able to use her valuable perspective to enhance the Board's oversight. Ms. Taylor has broad bank regulatory and risk management experience, having served as the Superintendent of Banks for the New York State Banking Department. Her financial services and corporate business experience includes in-depth private equity, fund management, and investment banking experience as a Vice Chair at Solera Capital LLC and as a Managing Director of Wolfensohn Fund Management, L.P., a fund manager; and Founding Partner and President of M.R. Beal & Company, a full-service investment banking firm. Ms. Taylor also served as Chief Financial Officer of the Long Island Power Authority. In addition, through her work on the Sotheby's Compensation Committee, the Brookfield Properties Governance Committee, as Chair of Accion and former Chair of the New York Women's Foundation and the YMCA of Greater New York, Ms. Taylor has gained additional knowledge in corporate affairs, corporate governance, financial reporting, compensation, and legal matters.

Primary Qualifications


Compensation



Corporate Governance



ESG



Legal, Regulatory and Compliance

Name and Age at Record Date

James S. Turley
Age: 67
Director of Citigroup
since 2013

Director of Citibank, N.A.
since 2013

Other Public Company Directorships:
Emerson Electric Co.,
Northrop Grumman
Corporation and
Precigen, Inc.

Previous Directorships within the last five years:
None

Other Activities:
Boy Scouts of America
(past Chair), Municipal
Theatre Association of
St. Louis (past Chair),
and Forest Park Forever
(Board Member)

Position, Principal Occupation, Business Experience and Directorships
Former Chairman and CEO
Ernst & Young

- Chairman and CEO, Ernst & Young - 2001 to June 2013
- Regional Managing Partner, Ernst & Young - 1994 to 2001

Skills and Qualifications

Mr. Turley, the retired Global Chair and CEO of Ernst & Young, brings to Citi his insights and expertise from his exceptional career in the accounting profession, both in the U.S. and internationally, as well as his executive experience from leading a major public accounting firm. Mr. Turley has been nominated to serve on the Board because of his extensive knowledge and expertise in the areas of Financial Reporting, Corporate Affairs, International Business, Human Capital Management, Legal, Regulatory and Compliance, and Risk Management. As Chair of the Audit Committee and a member of the Risk Management Committee, Mr. Turley adds significant value to the Board's oversight of financial reporting, regulatory matters, compliance, internal audit, legal issues, and risk management. Having served as Chair and CEO of Ernst & Young, he has developed significant expertise in the areas of compensation, litigation, and corporate governance. Mr. Turley, the former Chairman of the Board of Catalyst, is recognized as a champion of diversity, having received the prestigious Crystal Leadership Award for his support of equal marketplace access for women and the groundbreaking programs he oversaw at Ernst & Young that enable the strategic development of women-owned businesses, and provides guidance to Citi on diversity matters as well.

Primary Qualifications

Financial Reporting

Human Capital Management

Legal, Regulatory and Compliance

Risk Management

Name and Age at Record Date

Casper W. von Koskull
Age: 62
Director of Citigroup
since 2023

Other Public Company Directorships:
None

Previous Directorships within the last five years:
None

Other Activities:
European
Business Leaders'
Convention (Chair) and
Advancement of Finnish
Securities Markets
(Board Member)

Position, Principal Occupation, Business Experience and Directorships
Former President and Group Chief Executive Officer, Nordea Bank Abp

- Former President and Group Chief Executive Officer, Nordea Bank Abp - 2015 to 2019
- Executive Vice President and Head, Wholesale Banking, Nordea Bank Abp - 2011 to 2015
- Executive Vice President and Head, Corporate Merchant Banking & Capital Markets, Nordea Bank Abp - 2010 to 2011
- Managing Director and Partner; Head, Nordic Investment Banking, Goldman Sachs International - 2006 to 2010
- Head, European Technology Banking, Goldman Sachs International - 2002 to 2006
- Managing Director, Nordic M&A, Goldman Sachs International - 1998 to 2002
- Managing Director, Nordic Investment Banking, UBS AG - 1994 to 1998
- Head, Derivatives Marketing & Structuring, German Corporate Clients, Citibank - 1992 to 1994

Skills and Qualifications

Mr. von Koskull is an experienced international financial services executive and has been nominated to serve on the Board because of his extensive experience in the areas of Institutional and International Businesses, Regulatory and Compliance, Risk Management, and ESG matters. Mr. von Koskull brings more than 35 years of experience in institutional and international finance having held several leadership positions at Nordea Bank Abp, most recently serving as President and Group Chief Executive Officer. He returns to Citi after overseeing derivatives marketing and structuring, leveraged finance, Nordic corporate coverage operations, and investment banking at the firm and at Goldman Sachs. Mr. von Koskull's background as a financial services executive in Europe, an important region for Citi, will enhance the Board's oversight of Citi's European operations. His service on the boards of private entities engaged in addressing ESG and sustainability issues in Europe will be beneficial to Citi as the knowledge and experience he has gained will strengthen the Board's oversight of Citi's ESG, sustainability and net zero initiatives, among others. His experience as a leader of a foreign bank in a heavily regulated industry will enable him to assist the Board in its oversight of Citi's relationships and engagement with its regulators, including those in the U.K. and Europe.

Primary Qualifications


ESG



Institutional Business



International Business or Economics



Legal, Regulatory and Compliance

Directors' Compensation

The key objectives of our Director Compensation Program are to attract qualified talent, provide pay that is commensurate with the substantial time commitment associated with service, and foster commonality of interest between Board members and our stockholders.

Directors' compensation is determined by the Board, and the Nomination, Governance and Public Affairs Committee makes recommendations to the Board based on periodic benchmarking assessments and advice received from FW Cook, its independent advisor. In making recommendations to the Board, the Committee considers the competitive positioning of the aggregate and individual components of compensation, as well as the mix of pay and structure versus both direct competitors and other comparable organizations. The Committee also considers the unique skill set required to serve on our Board and the intense time commitment associated with preparation for and attendance at meetings of the Board and its committees as well as external commitments, such as engagement with our stockholders and regulators. Since our initial public offering in 1986, Citi has paid outside Directors all or a portion of their compensation in common stock to ensure that the Directors have an ownership interest in common with other stockholders.

Annual Cash Retainer and Deferred Stock Award

Non-employee Directors receive an annual cash retainer of \$75,000 and a deferred stock award valued at \$150,000. The deferred stock award is generally granted in early January. In the event a Director retires or resigns from the Board in the year for which an award is granted before attaining age 72, a pro rata portion of the award is forfeited, based on the number of full or partial calendar quarters served. The deferred stock award generally becomes distributable on the first anniversary of the date of the grant, and Directors may elect to defer receipt of the award beyond that date.

Fees for Service on Citi's Board Committees, Citibank's Board, and other Board Service

- A Citi Director who serves as Chair of the Audit Committee, Compensation, Performance Management and Culture Committee, Risk Management Committee, Technology Committee, or certain ad hoc committees is entitled to an annual \$50,000 Committee Chair Fee per committee. A Director who serves as Chair of any other Committee or certain ad hoc committees is entitled to an annual \$35,000 Committee Chair Fee per committee. A Citi Director who serves as a member of the Audit Committee, Compensation, Performance Management and Culture Committee, Risk Management Committee, Technology Committee, or certain ad hoc committees is entitled to an annual \$30,000 Committee Fee per committee. A Citi Director who serves as a member of the Nomination, Governance and Public Affairs Committee or certain ad hoc committees is entitled to an annual \$15,000 Committee Fee per committee. Directors also receive compensation for their service on the Transformation Oversight Committee. The Transformation Oversight Committee is an ad hoc committee. The Chair of the Transformation Oversight Committee is entitled to an annual \$50,000 Committee Chair Fee, and each member is entitled to an annual \$30,000 Committee Fee. In addition, each Program Lead Director for the Transformation Oversight Committee receives an additional fee of \$20,000. Directors are permitted to receive all or a part of their Committee Fee(s) and Committee Chair Fee(s) in common stock.
- Mses. Dailey, Desoer, Fraser, Ireland, and Taylor and Messrs. Hennes and Turley serve on Citibank's Board of Directors. Each non-employee Director of Citibank is entitled to receive \$25,000 as an annual cash retainer. The Chair of Citibank's Board is entitled to an annual \$50,000 Chair Fee.
- Citi reimburses its Board members for expenses incurred in attending Board and Committee meetings or performing other services for Citi in their capacities as Directors. Such expenses include food, lodging, and transportation.
- All Annual Retainers, Committee Fees, and Committee Chair Fees for Citi and Citibank are paid in four equal quarterly installments per annum. These fees are reported in the Non-Employee Director Compensation table on pages 65-66.
- Ms. Taylor served on the Board of Citigroup Global Markets Limited (CGML), an international subsidiary Board of Citi, until April 2022. Mr. Henry joined the Board of CGML on September 1, 2022.

Chair Compensation

Since Mr. Dugan's initial appointment as Citi's Chair in 2019, his annual total compensation from Citi has been \$725,000. The Board believes this amount is appropriate in light of the virtually full-time nature of the Chair's responsibilities, Mr. Dugan's extensive experience and knowledge of the regulatory environment, and the compensation paid for similar roles among direct competitors, including U.S. and non-U.S. banks as well as other high-profile global organizations. Since October of 2020, Mr. Dugan has also played an active and important role in connection with Citi's Transformation Program, including chairing the Transformation Oversight Committee, as Citi seeks to drive excellence in its risk and control environment, operations, and service to clients.

The components of Mr. Dugan's compensation include a Chair Fee of \$500,000 plus fees that all directors receive, which include the Retainer and Deferred Stock Award that total \$225,000, as described above. These amounts remain unchanged from the amounts approved prior to Mr. Dugan's appointment as Chair. While Mr. Dugan actively serves as the Chair and a member of the Compensation, Performance Management and Culture Committee and participates in four other Board Committees of which he is a member—Audit; Nomination, Governance and Public Affairs; Risk Management; and Technology—as well as certain ad hoc committees of which he is a member, he waives all Committee Fees to which he is entitled.

What We Do

- ✓ Citi's Director Compensation Program is primarily equity based.
- ✓ Directors have a robust Stock Ownership Commitment.
- ✓ The maximum number of shares subject to awards to an individual Director in a calendar year, taken together with any cash fees paid during the calendar year to the Director for services as a member of the Board, may not exceed \$1 million in value. While the Board may approve a higher limit for the non-Executive Chair, as noted above, amounts to be paid to the Chair are substantially below the \$1 million cap.

What We Don't Do

- ✗ Directors who are employees of Citi or its subsidiaries do not receive any compensation for their services as Directors.
- ✗ Directors are not paid Meeting Fees.
- ✗ Citi does not offer a Retirement Program for its Directors.
- ✗ Directors are not permitted to hedge or pledge their Citi common stock or engage in speculative trading in Citi's common stock. For more information on hedging, please see *Citi's Hedging Policies* on pages 39-40.

The following table provides information on 2022 compensation for non-employee Directors:

2022 DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾	Total (\$)
Ellen M. Costello	\$265,000	\$150,000	\$415,000
Grace E. Dailey	\$222,500	\$150,000	\$372,500
Barbara J. Desoer	\$310,000	\$150,000	\$460,000
John C. Dugan	\$575,000	\$150,000	\$725,000
Duncan P. Hennes	\$310,000	\$150,000	\$460,000
Peter B. Henry	\$227,083	\$150,000	\$377,083
S. Leslie Ireland	\$193,750	\$150,000	\$343,750
Lew W. (Jay) Jacobs, IV*	\$93,750	\$75,000	\$168,750
Renée J. James	\$265,000	\$150,000	\$415,000
Gary M. Reiner	\$180,000	\$150,000	\$330,000
Diana L. Taylor	\$255,000	\$150,000	\$405,000
James S. Turley	\$260,000	\$150,000	\$410,000
Deborah C. Wright*	\$78,750	\$75,000	\$153,750
Ernesto Zedillo Ponce de Leon*	\$63,750	\$75,000	\$138,750

* Ms. Wright and Messrs. Jacobs and Zedillo retired from Citi's Board on April 26, 2022 and their stock awards were pro-rated.

(1) Directors may elect to receive all or a portion of the cash retainer in the form of Citi common stock and may elect to defer receipt of Citi common stock. Certain Directors elected to defer receipt of the shares. Ms. Costello elected to receive all of her Citigroup 2022 cash retainer and Committee Fees in deferred stock as represented in the chart below. Mr. Dugan elected to split his Chair Fee with 50% in deferred stock and 50% in cash. Mr. Reiner elected to receive his cash retainer in stock (100%) but did not elect to defer receipt of his retainer; therefore, his 3,596 shares were distributed to him quarterly on January 1, April 1, July 1, and October 1. The price used to determine the number of shares awarded was the average consolidated NYSE closing price of Citigroup common stock for the first 10 days of the last month of the quarter.

	Fees Paid Currently in Cash (\$)	Deferred Fees To Be Paid in Stock	
		Number of Units	Value of Units
Ellen M. Costello	—	5,295	\$265,000
Grace E. Dailey	\$222,500	—	—
Barbara J. Desoer	\$310,000	—	—
John C. Dugan	\$325,000	4,996	\$250,000
Duncan P. Hennes	\$310,000	—	—
Peter B. Henry	\$227,083	—	—
S. Leslie Ireland	\$193,750	—	—
Lew W. (Jay) Jacobs, IV*	\$93,750	—	—
Renée J. James	\$265,000	—	—
Gary M. Reiner	—	—	—
Diana L. Taylor	\$255,000	—	—
James S. Turley	\$260,000	—	—
Deborah C. Wright*	\$78,750	—	—
Ernesto Zedillo Ponce de Leon*	\$63,750	—	—

* Ms. Wright and Messrs. Jacobs and Zedillo retired from Citi's Board on April 26, 2022 and their stock awards were pro-rated.

(2) The values in this column represent the aggregate grant date fair values of the 2022 Deferred Stock Awards as computed in accordance with ASC 718. The number of deferred shares paid to each Director is the grant date fair value based on a grant date of February 10, 2022 and dividing the grant date fair value of the award by a grant price determined by the average NYSE closing prices of Citi's common stock on the immediately preceding five trading days. The amounts in the chart below represent Deferred Stock Awards only and not shares awarded in lieu of the cash retainer and/or Chair or Committee Chair Fees. The grant date fair value of the Deferred Stock Awards is set forth below:

Director	Deferred Stock Granted in 2022 (#)	Grant Date Fair Value (\$)
Ellen M. Costello	2,255	\$150,000
Grace E. Dailey	2,255	\$150,000
Barbara J. Desoer	2,255	\$150,000
John C. Dugan	2,255	\$150,000
Duncan P. Hennes	2,255	\$150,000
Peter B. Henry	2,255	\$150,000
S. Leslie Ireland	2,255	\$150,000
Lew W. (Jay) Jacobs, IV*	1,127	\$75,000
Renée J. James	2,255	\$150,000
Gary M. Reiner	2,255	\$150,000
Diana L. Taylor	2,255	\$150,000
James S. Turley	2,255	\$150,000
Deborah C. Wright*	1,127	\$75,000
Ernesto Zedillo Ponce de Leon*	1,127	\$75,000

* Ms. Wright and Messrs. Jacobs and Zedillo retired from Citi's Board on April 26, 2022 and their stock awards were pro-rated.

The aggregate number of shares of deferred stock outstanding for each Director at the end of 2022 was:

	2022
Ellen M. Costello	46,251
Grace E. Dailey	4,858
Barbara J. Desoer	4,632
John C. Dugan	21,960
Duncan P. Hennes	27,090
Peter B. Henry	32,370
S. Leslie Ireland	12,619
Lew W. (Jay) Jacobs, IV*	3,557
Renée J. James	19,897
Gary M. Reiner	4,632
Diana L. Taylor	45,863
James S. Turley	27,090
Deborah C. Wright*	3,694
Ernesto Zedillo Ponce de Leon*	32,792

* Ms. Wright and Messrs. Jacobs and Zedillo retired from Citi's Board on April 26, 2022 and their stock awards were pro-rated.

Audit Committee Report

The Audit Committee (Committee) operates under a charter that specifies the scope of the Committee's responsibilities and how it carries out those responsibilities.

The Board of Directors has determined that all six members of the Committee are independent based upon the standards adopted by the Board, which incorporate the independence requirements under applicable laws, rules and regulations.

Management is responsible for the financial reporting process, the system of internal controls, including internal control over financial reporting, risk management and procedures designed to ensure compliance with accounting standards and applicable laws and regulations. KPMG LLP, Citigroup's independent registered public accounting firm (independent auditors) is responsible for the integrated audit of the consolidated financial statements and internal control over financial reporting. The Committee's responsibility is to monitor and oversee these processes and procedures. The members of the Committee are not professionally engaged in the practice of accounting or auditing and are not professionals in these fields. The Committee relies, without independent verification, on the information provided to it and on the representations made by management regarding the effectiveness of internal control over financial reporting, that the financial statements have been prepared with integrity and objectivity and that such financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America. The Committee also relies on the opinions of the independent auditors of the consolidated financial statements and the effectiveness of internal control over financial reporting.

The Committee's meetings facilitate communication among the members of the Committee, management, the internal auditors, and Citigroup's independent auditors. The Committee separately met with each of the internal and independent auditors with and without management, to discuss the results of their examinations and their observations and recommendations regarding Citigroup's internal controls. The Committee discussed with the independent auditors the matters required to be discussed by the applicable requirements of the PCAOB.

The Committee reviewed and discussed the audited consolidated financial statements of Citigroup as of and for the year ended December 31, 2022 with management, the internal auditors, and Citigroup's independent auditors.

The Committee has received the written disclosures required by PCAOB Rule 3526, "Communication with Audit Committees Concerning Independence." The Committee discussed with the independent auditors any relationships that may have an impact on their objectivity and independence and satisfied itself as to the auditors' independence.

The Committee has reviewed and approved the amount of fees paid to the independent auditors for audit, audit-related and tax compliance, and other services. The Committee concluded that the provision of services by the independent auditors did not impair their independence.

Based on the above-mentioned review and discussions, and subject to the limitations on our role and responsibilities described above and in the Committee charter, the Committee recommended to the Board that Citigroup's audited consolidated financial statements be included in Citigroup's Annual Report on Form 10-K for the year ended December 31, 2022 for filing with the SEC.

The Audit Committee:

James S. Turley (Chair)
 Ellen M. Costello
 Grace E. Dailey
 John C. Dugan
 Duncan P. Hennes
 Renée J. James

Dated: March 10, 2023

Proposal 2: Ratification of Selection of Independent Registered Public Accounting Firm

The Audit Committee has selected KPMG LLP (KPMG) as the independent registered public accounting firm of Citi for 2023. KPMG has served as the independent registered public accounting firm of Citi and its predecessors since 1969.

Arrangements have been made for representatives of KPMG to attend the 2023 Annual Meeting. The representatives will have the opportunity to make a statement, if they desire to do so, and will be available to respond to appropriate stockholder questions.

Disclosure of Independent Registered Public Accounting Firm Fees

The following is a description of the fees earned by KPMG for services rendered to Citi for the years ended December 31, 2021 and 2022:

	<u>2022</u> (in millions of dollars)	<u>2021</u>
Audit Fees	\$77.7	\$72.9
Audit-Related Fees	\$20.0	\$21.3
Tax Fees	\$5.2	\$5.9
All Other Fees	\$0.0	\$0.0
Total Fees	\$102.9	\$100.1

Audit Fees

This includes fees earned by KPMG in connection with the annual integrated audits of Citi's consolidated financial statements and internal control over financial reporting under Sarbanes-Oxley Section 404, audits of subsidiary financial statements, comfort letters and consents related to SEC registration statements, and other capital-raising activities and certain reports relating to Citi's regulatory filings, reports on internal control reviews required by regulators, evaluation of accounting for completed transactions, and reviews of Citi's interim financial statements.

Audit-Related Fees

This includes fees for services performed by KPMG that are closely related to audits and in many cases could only be provided by our independent registered public accounting firm. Such services may include accounting consultations, internal control reviews not required by regulators, securitization-related services, employee benefit plan audits, certain attestation services as well as certain agreed upon procedures, and due diligence services related to contemplated mergers and acquisitions.

Tax Fees

This includes preparation and review of corporate tax returns, expense allocation reports for tax purposes, and other tax compliance services.

All Other Fees

Citi engaged KPMG for one service in 2021 classified under "All Other Fees." The aggregate fee amount of \$10,393 is included in the total amount; however, due to rounding, this fee is not represented in the "All Other Fees" column. There is no service provided under this fee category in 2022.

Approval of Independent Registered Public Accounting Firm Services and Fees

Citi's Audit Committee has reviewed and approved all fees earned in 2021 and 2022 by Citi's independent registered public accounting firm and actively monitored the relationship between audit and non-audit services provided. The Audit Committee has concluded that the fees earned by KPMG were consistent with the maintenance of the external auditors' independence in the conduct of its auditing functions.

The Audit Committee must pre-approve all services provided and fees earned by Citi's independent registered public accounting firm. The Audit Committee annually considers the provision of audit services and, if appropriate, pre-approves certain defined audit fees, audit-related fees, and tax-compliance fees with specific dollar-value limits for each category of service. The Audit Committee also considers on a case-by-case basis specific engagements that are not otherwise pre-approved (e.g., internal control and certain tax compliance engagements) or that exceed pre-approved fee amounts. On an interim basis, any proposed engagement that does not fit within the definition of a pre-approved service may be presented to the Chair of the Audit Committee for approval and to the full Audit Committee at its next regular meeting.

The Accounting Firm Engagement Standard is the primary basis upon which management ensures the independence of its independent registered public accounting firm. Administration of the Standard is centralized in, and monitored by, Citi senior corporate financial management, which reports the engagements earned by KPMG throughout the year to the Audit Committee. The Standard also includes limitations on the hiring of KPMG partners and other professionals to ensure that Citi satisfies applicable auditor independence rules.

KPMG has served as the independent registered public accounting firm of Citi and its predecessors since 1969. As in prior years, Citi and its Audit Committee have engaged in a review of KPMG in connection with the Audit Committee's consideration of whether to recommend that stockholders ratify the selection of KPMG as Citi's independent auditor for the following year. In that review, the Audit Committee considers both the continued independence of KPMG and whether retaining KPMG is in the best interests of Citi and its stockholders. Citi's management prepares an annual assessment of KPMG for the Audit Committee that includes (i) the results of a management survey of KPMG's overall performance; (ii) review of external data on audit quality and performance, including recent PCAOB reports on KPMG and its peer firms; (iii) an analysis of KPMG's known legal risks and significant proceedings that may impair KPMG's ability to perform Citi's annual audit; and (iv) KPMG's fees and services provided to Citi both on an absolute basis, noting, of course, that KPMG does not provide any non-audit services, other than those described in the Proxy Statement, to Citi, and compared to services provided by other auditing firms to peer institutions. In addition, KPMG reviews with the Audit Committee its analysis of its independence in accordance with the Accounting Firm Engagement Standard and PCAOB Rule 3526. In performing its analysis, the Audit Committee considered the length of time KPMG has been Citi's independent auditor, the breadth and complexity of Citi's business and its global footprint and the resulting demands placed on its auditing firm in terms of expertise in Citi's businesses, the quantity and quality of staff, and global reach. The Audit Committee recognized the ability of KPMG to provide both the necessary expertise to audit Citi's business and the matching global footprint to audit Citi worldwide and other factors, including the policies that KPMG follows with respect to rotation of the key audit personnel, so that there is a new partner-in-charge at least every five years. Citi's Audit Committee oversees the process for, and ultimately approves, the selection of the independent auditor's lead engagement partner at the five-year mandatory rotation period. At the Audit Committee's instruction, KPMG selects candidates to be considered for the lead engagement partner role, who are then interviewed by members of Citi's senior management. After considering the candidates recommended by KPMG, senior management makes a recommendation to the Audit Committee regarding the new lead engagement partner. After discussing the qualifications of the proposed lead engagement partner with the current lead engagement partner and senior leadership of KPMG, the members of the Audit Committee, individually and/or as a group, interview the leading candidate. The Audit Committee then considers the appointment and votes as an Audit Committee on the selection. Based on the results of its review this year, the Audit Committee concluded that KPMG is independent and that it is in the best interests of Citi and its investors to appoint KPMG to serve as Citi's independent registered accounting firm for 2023.

Board Recommendation

The Board recommends a vote **FOR** ratification of KPMG as Citi's independent registered public accounting firm for 2023.



Proposal 3: Advisory Vote to Approve Our 2022 Executive Compensation

We are seeking a nonbinding, advisory vote approving the compensation of our named executive officers disclosed in this Proxy Statement, as required by Section 14A and Rule 14a-21(a) of the Securities Exchange Act of 1934. We ask for this advisory vote annually. You are asked to vote on the following nonbinding advisory resolution:

RESOLVED, that the compensation paid to our named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion, is hereby **APPROVED**.

Board Recommendation

The Board recommends a vote **FOR** Proposal 3, which is advisory approval of our executive compensation as disclosed in this Proxy Statement.



Compensation Discussion and Analysis

Our Compensation Discussion and Analysis is organized into the following sections:

- 2022 Named Executive Officer Annual Compensation and Compensation Rationale (page 71)
- Our Compensation Philosophy (page 74)
- 2022 Citi Performance (page 75)
 - Financial Pillar (page 75)
 - Risk and Control Management Pillar (page 76)
 - Leadership Pillar (page 77)
 - Client and Franchise Pillar (page 79)
- 2022 NEO Performance (page 81)
- Components of Our Incentive Compensation Program (page 87)
 - Elements of Annual Compensation (page 87)
 - Performance Share Units (page 87)
 - Deferred Stock Awards (page 89)
- Transformation Bonus Program (page 90)
- Compensation Process and Governance (page 92)
 - Our Annual Compensation Process (page 92)
 - Our Compensation Peer Group (page 93)
 - Clawback Provisions (page 95)
 - Compensation Governance Practices (page 96)

The 2022 Summary Compensation Table, and accompanying tables and narrative disclosure, follow this Compensation Discussion and Analysis, beginning on page 100.

As used throughout this Proxy Statement, Citi's revenues and expenses excluding divestiture-related impacts, Tangible Book Value per Share and Return on Tangible Common Equity are each non-GAAP financial measures. Annex A includes an explanation of how such measures are defined and determined from GAAP measures.

2022 Named Executive Officer Annual Compensation and Compensation Rationale

2022 COMPENSATION DECISIONS

The Compensation Committee approved the annual compensation described below for our named executive officers for 2022 performance⁽¹⁾:

Name	1 Base Salary ⁽²⁾	2 Cash Bonus ⁽²⁾	3 Performance Share Units ⁽³⁾	4 Deferred Stock ⁽³⁾	5 Total Compensation for 2022 (sum of columns 1-4)
Jane Fraser	\$1,500,000	\$3,450,000	\$11,500,000	\$8,050,000	\$24,500,000
Mark Mason	1,000,000	5,216,000	3,912,000	3,912,000	14,040,000
Paco Ybarra ⁽⁴⁾	7,963,258	—	—	14,596,742	22,560,000
Anand Selvakesari	1,000,000	4,541,000	3,405,750	3,405,750	12,352,500
Peter Babej	1,000,000	3,904,400	2,928,300	2,928,300	10,761,000

(1) This table concerns 2022 annual compensation and therefore does not include awards made during 2021 under our long-term performance-based Transformation Bonus Program. A portion of such awards is reported, to the extent required, in the 2022 Summary Compensation Table.

(2) Reported in Summary Compensation Table for 2022.

(3) In accordance with SEC rules, these awards are not reported in the 2022 Summary Compensation Table. They may be reportable in the Summary Compensation Table for 2023 or subsequent years.

(4) Mr. Ybarra is employed in our London office and his compensation is designed to comply with U.K. and E.U. requirements. Accordingly, his entire incentive award is deferred, and there is no immediate cash bonus component. Also, his compensation in column 1 above consists of a combination of base salary and a fixed role-based allowance based on certain guidelines related to the significance of his role. Mr. Ybarra's Transformation Bonus Program award is not reflected in the Summary Compensation Table for 2022 because it is paid entirely as a deferred stock award granted in 2023. Each year the Compensation Committee considers the appropriate split between those components. His compensation is converted from British pounds to U.S. dollars at the rate of 1.22511667 dollars per pound.

The table above is not intended to be a substitute for the reporting of compensation in accordance with SEC rules as shown in the 2022 Summary Compensation Table beginning on page 100.

2022 COMPENSATION RATIONALE OVERVIEW

The following describes the principal considerations shaping the overall perspective of the Compensation Committee concerning 2022 pay decisions.

Strategic Priorities

Notwithstanding challenging macroeconomic and geopolitical developments, under Ms. Fraser's leadership Citi made solid progress on each of our priorities, and the Compensation Committee recognized the strategic direction that took shape during 2022.

- Two of our major goals for 2022 were to put a strategic plan in place focused on five interconnected businesses designed to create long-term value for our shareholders and to simplify the firm. We made significant progress during 2022 towards these goals by:
 - Closing sales of five consumer businesses in Australia, the Philippines, Thailand, Malaysia and Bahrain, including three in the fourth quarter of 2022.
 - Making substantial progress in winding down our consumer business in Korea, reducing our overall exposure in Russia, and announcing the wind down of our consumer business in China.
 - Signing four additional consumer markets sales in 2022 and working toward closing those sales in 2023.
 - Re-segmenting the organization to align with Citi's strategy.

- Another strategic priority for 2022 was the strengthening of Citi's risk and control environment. As a result of work in 2022, management made progress on addressing the primary drivers of our risk management and control issues.
- During 2022 we also brought in very strong talent, met our representation goals, and strengthened our culture of enhanced accountability, excellence, and shareholder alignment across Citi.
- In addition to the foregoing, an ongoing priority for Citi management is the remediation of the issues identified in the FRB and OCC Consent Orders. Citi provides both regulators on an ongoing basis information regarding its plans and progress and continues to work constructively with the regulators to reflect their feedback on remediation efforts. The Citi Board of Directors determined that our plans are responsive to our objectives and that we continue to make progress on our execution.

CEO Compensation

The Compensation Committee increased Ms. Fraser's total compensation from \$22.5 million in 2021, the year in which she became our CEO, to \$24.5 million in 2022 because it concluded that Ms. Fraser's leadership in furtherance of the achievement of the strategic objectives described above was exemplary. In making its decision, the Compensation Committee also took into account the competitive market rate of pay among our core peers, Citi's operational performance as described throughout this Proxy Statement, and our disappointing short-term shareholder returns.

- 2022 was Ms. Fraser's first full calendar year as our CEO.
- Ms. Fraser established a clear set of strategic priorities for Citi to increase shareholder value over time, as described above. Execution in respect of these priorities is expected to generate improved returns over the medium-term.
- Ms. Fraser's leadership through the business challenges posed by the war in Ukraine was exemplary.
- In order to further align Ms. Fraser's compensation with shareholder interests, the Compensation Committee determined that the components of her 2022 incentive compensation would be further weighted toward stock-based compensation. Specifically, the Compensation Committee increased the portion of her 2022 incentive compensation that was delivered in the form of deferred stock awards from 20% to 35% and reduced the portion of her 2022 incentive compensation that was paid in cash from 30% to 15%.
- Ms. Fraser's compensation is aligned with shareholder interests through various features of our compensation program that tie the amount of compensation to our stock price and financial metrics. The disclosure on page 107 concerning pay versus performance, as required by new SEC disclosure rules, provides additional information concerning that alignment. The stockholder alignment of our compensation program is illustrated by the fact, as described on page 107, that while Ms. Fraser's total compensation as reflected in the Summary Compensation Table on page 100 was approximately \$20.5 million in 2021, the amount actually paid to Ms. Fraser, determined pursuant to the SEC's new pay versus performance disclosure rules was approximately \$16 million.
- One of the features that aligns Ms. Fraser's compensation to shareholder interests is our use of PSUs as part of incentive compensation. As described below, the PSUs that were granted to Ms. Fraser for 2019, constituting 30% of her total 2019 incentive compensation, were cancelled without payment because performance did not meet minimum financial performance thresholds.

Transformation Bonus Program

To incentivize effective execution in connection with the Consent Order programs and to drive change in Citi's risk and control environment and culture, in August 2021 the Compensation Committee approved the Transformation Bonus Program. A description of the Transformation Bonus Program was included in our 2022 Proxy Statement. Additional information related to the Transformation Bonus program can be found in the supplemental solicitation materials Citi filed with the SEC in 2022, which can be accessed at www.citigroup.com. Ms. Fraser is not eligible to participate in the Transformation Bonus Program. All other members of our EMT at the time the program was adopted, as well as approximately 250 other employees who are deemed to be critical to execution in connection with the Consent Order programs, are eligible to participate in the Transformation Bonus Program.

Following the completion of the first performance measurement period under the Transformation Bonus Program, the Compensation Committee determined that the Performance Achievement Percentage for that period would be 94%, reflecting the Compensation Committee's assessment of performance relative to the preset targets established for that program. Those targets include the submission by Citi to our regulators of plans to remediate the issues addressed by the Consent Orders. Citi provides both regulators on an ongoing basis information regarding its plans and progress and continues to work constructively with the regulators to reflect their feedback on remediation efforts. The Citi Board of Directors has determined that our plans are responsive to our objectives and that we continue to make progress on our execution. Additional information concerning the Program is on pages 90 to 92.

Other Considerations

In making its determinations, the Compensation Committee considered absolute and relative total shareholder returns for 2022, including the various elements of Citi's executive compensation program that tie compensation to total shareholder returns. The Compensation Committee also took into account market and equitable levels of pay for comparable positions at peer institutions.

Citi has since 2013 delivered a portion of incentive compensation for our EMT in the form of PSUs. The Compensation Committee determined not to make any payments in respect of PSUs granted as part of our 2019 incentive compensation awards, on the basis that performance during the three-year performance period for those awards, from 2020 through 2022, did not meet threshold achievement levels.

For 2022, we expanded the use of PSUs in our compensation program, so that members of our Global Operating Team also receive PSUs in addition to deferred stock and immediate cash awards where permitted by local law.

Our Compensation Philosophy

Our Compensation Philosophy is designed to encourage prudent risk-taking and management of controls while attracting the world-class talent necessary for our success. Our Compensation Philosophy is summarized by the following five objectives:

- Reinforce a business culture based on the highest ethical standards
- Manage our risks by encouraging prudent decision-making
- Reflect regulatory guidance in compensation programs
- Attract and retain the best talent to lead us to success
- Align compensation programs, structures, and decisions with stockholder and other stakeholder interests

The full statement of our Compensation Philosophy is available on our public website.

Consistent with our Compensation Philosophy, we design our executive pay program to motivate balanced behaviors. The compensation of our executive officers is determined based on a disciplined policy of goal setting and measurement and assessment of performance against pre-established goals. Transparency, discipline and performance feedback are key factors in our approach to executive officer compensation. Implementation of the process spans the full year.

2022 Citi Performance

The following summarizes highlights of Company performance in 2022 in respect of our four performance pillars:

- Financial
- Risk and Control
- Leadership
- Client and Franchise

Discussion of the performance of each of the named executive officers individually in respect of each performance pillar is on pages 81 to 86.

Financial Pillar

The following financial performance highlights were considered by the Compensation Committee when awarding executive incentive compensation for 2022. In making compensation determinations, our Compensation Committee takes into account additional financial metrics for each individual named executive officer, as described below on pages 81 to 86.

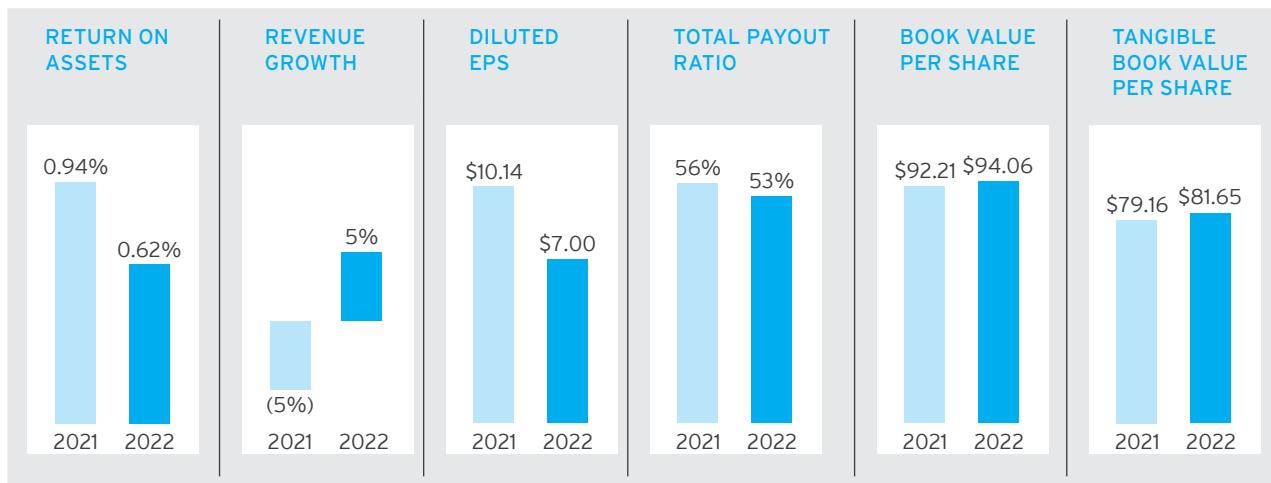
2022 FINANCIAL PERFORMANCE HIGHLIGHTS

We had disappointing absolute and relative shareholder returns in 2022. For the one-, three- and five-year periods ending with 2022 our total shareholder returns have been –22.1%, –36.8% and –28.7%, respectively. Our 2022 financial performance highlights included:

- Citi's revenues increased 5% versus the prior year, including net gains on sales of Citi's Philippines and Thailand consumer banking businesses versus a loss on sale of Citi's Australia consumer banking business in the prior year. Excluding these divestiture-related impacts, revenues increased 3%, driven by higher net interest income, partially offset by lower non-interest revenues.
- Citi's expenses increased 6% versus the prior year, including divestiture-related impacts in both the current and prior years. Excluding these divestiture-related impacts, expenses increased 8%, driven by continued investments in Citi's transformation, business-led investments and volume-related expenses, as well as other risk and control investments and inflation, all partially offset by productivity savings, the impact of foreign exchange translation and the expense reduction from the closure of five exit markets.
- Citi's cost of credit was \$5.2 billion, versus \$(3.8) billion in the prior year, largely reflecting a net build of \$1.2 billion in the allowance for credit losses on loans and unfunded lending commitments, primarily due to consumer loan growth and a deterioration in macroeconomic assumptions, compared to a net ACL release of \$8.8 billion in the prior year.
- Citi returned \$7.3 billion to common shareholders in the form of dividends and share repurchases.
- Citi's Common Equity Tier 1 (CET1) Capital ratio increased to 13.0% as of December 31, 2022, compared to 12.2% as of December 31, 2021 (for additional information, see "Capital Resources" in Citi's 2022 Annual Report on Form 10-K). Citi's required regulatory CET1 Capital ratio was 12.0% as of January 1, 2023, under the Basel III Standardized Approach.
- Citi made substantial progress on its consumer banking business divestitures in 2022 and through March of 2023, closing sales in seven exit markets and working toward closing two additional sale transactions, as well as progressing with the ongoing wind downs of the Korea consumer banking business and Russia consumer, local commercial and institutional businesses.

As used throughout this Proxy Statement, Citi's revenues and expenses excluding divestiture-related impacts, Tangible Book Value per Share and Return on Tangible Common Equity are each non-GAAP financial measures. For the reconciliation of those non-GAAP financial measures to their corresponding GAAP financial measures, see Annex A on page 138.

The following graphs illustrate our achievements in respect of certain additional key financial metrics during 2022.



Risk and Control Management Pillar

The following risk and control management performance highlights were considered by the Compensation Committee when awarding executive incentive pay for 2022. In making compensation determinations, our Compensation Committee takes into account additional risk and control metrics for each individual named executive officer, as described below on pages 81 to 86.

ANNUAL INDIVIDUAL PERFORMANCE ASSESSMENTS

Our compensation programs are designed in accordance with our responsibility to assume only risks that are prudent and to effectively manage those risks to protect the franchise. Our programs reinforce and are aligned with our risk governance framework.

Our Compensation Philosophy requires us to consider risk management when making discretionary incentive compensation awards. We adjust the amount of compensation upwards to recognize exemplary behaviors and downwards to disincentivize employees from taking inappropriate risks.

Our incentive compensation awards have the following important elements:

- **Our executive compensation framework takes risk and control management into account in several ways, including:**
 - using financial metrics that reflect risk as an element of each executive's financial goals
 - evaluating risk management performance, including effectiveness of the control environment, as part of the performance assessment
 - providing for forfeiture of the deferred portion of incentive awards based on adverse risk outcomes
- **We systematically identify employees who, individually or as part of a group, have** authorities or responsibilities that may subject the firm to material risks. Through a systematic annual process, we identify the material risks to the firm and then identify employees with influence over those risks. We refer to those employees as "covered employees." The compensation structure for covered employees, including the named executive officers, includes substantial deferrals and clawbacks intended to cover a range of behaviors. The portion of incentive awards that are subject to deferral increases with the size of incentive awards.
- **Our executive compensation governance process ensures that risk and control performance** is taken into account in evaluating performance for covered employees. Under our process, covered employees can receive adjustments to their incentive awards in amounts ranging from negative 100% to positive 25% of total compensation to reflect their performance assessment for the Risk and Control Pillar.

- **Regulatory matters are reflected in performance assessments for covered employees** and regulatory-related goals are cascaded to other employee performance evaluations as appropriate to the applicable roles throughout Citi.
- **Our Chief Risk Officer and Chief Compliance Officer report at least twice annually to the Compensation Committee** on risk levels and trends across our businesses and on the design and operation of our incentive compensation program.

OUR TRANSFORMATION

Given the leadership role we play in the global financial system, our regulators hold us to appropriately high standards. The Consent Orders are evidence that our performance in this area fell short. We launched our Transformation initiative in 2020 to make real and sustainable changes to strengthen our risk and control environment and modernize our operating model.

Every member of our leadership team is involved in the Transformation and plays a key, hands-on role in its implementation. We have assembled an extraordinary team of top talent, consisting of long-tenured colleagues and new hires as appropriate, from across multiple differences and areas of expertise and experience, with representatives from the businesses and global functions, to lead six different Transformation programs. We are putting our best talent into this effort and have a detailed, integrated approach to address the needs of our clients, investors and regulators.

In addition, we made meaningful progress on our culture refresh by launching Citi's New Way, a three-year research-based program to integrate small but meaningful behavioral habits designed to drive executional excellence. To date, nearly 22,000 colleagues have attended workshops to learn these habits, with 92% of attendees feeling more empowered to take ownership and deliver on their team's goals. Our senior leaders in this effort put us on the right path and laid a strong foundation for the hard work that lies ahead.

Specifically, our 2022 performance in respect of our Transformation would most appropriately be assessed against the criteria we established in 2021 under our Transformation Bonus Program. Following the completion of the first performance measurement period under the Transformation Bonus Program, the Compensation Committee determined that the Performance Achievement Percentage for that period would be 94%, reflecting the Compensation Committee's assessment of performance relative to the preset targets established for that tranche under the Program. Those targets include the submission by Citi to our regulators of plans to remediate the issues addressed by the Consent Orders. Citi provides both regulators on an ongoing basis information regarding its plans and progress and continues to work constructively with the regulators to reflect their feedback on remediation efforts. The Citi Board of Directors has determined that our plans are responsive to our objectives and that we continue to make progress on our execution. Additional information concerning the Program is on pages 90 to 92.

Leadership Pillar

The primary Leadership highlights for Citi in 2022 arose from the need to begin to execute on our strategic refresh and cultural transformation.

STRATEGIC REFRESH

One of our major goals for 2022 was to put in place a strategic plan designed to create long-term value for our shareholders and to get that plan swiftly off the ground. We made significant progress during 2022 towards that end. We simplified the firm, closing sales of our consumer businesses in five markets, including three in the fourth quarter.

Specifically, during 2022, we:

- Closed sales of consumer businesses in Australia, the Philippines, Thailand, Malaysia and Bahrain, including three in the fourth quarter of 2022.
- Made substantial progress in winding down our consumer business in Korea, reducing our overall exposure in Russia, and we announced the wind down of our consumer business in China.
- Signed four additional consumer markets sales in 2022 and are working toward closing them in 2023.

In addition, our focus is now on five interconnected businesses - Services, Markets, Banking, Global Wealth Management and U.S. Personal Banking. The interconnectivity of these businesses will not only benefit our clients, but will support our shift to a business services orientation. This orientation to operating with common standards, platforms, controls and processes for similar activities will be facilitated by the increased focus and connectivity we now have across our business, and is expected to - in turn - lead to a reduction in risk over time.

We have also revised our management financial reporting structure to align with our strategy refresh and to enable investors and others to better understand the performance and value of our businesses. Specifically, we:

- Created a Personal Banking and Wealth Management business segment. It consists of two distinct reporting units: U.S. Personal Banking businesses and a Global Wealth Management business, which includes our private banking business.
- With respect to our Institutional Clients Group, we created and began reporting under three units: Services, Banking and Markets. Services includes Treasury and Trade Solutions (TTS) and Securities Services, reflecting the importance of these businesses to our future. These businesses are foundational to Citi given their global footprint and full suite of product offerings.
- We also created a Legacy Franchises segment, consisting of all the businesses we intend to exit, including our remaining Legacy Holdings assets. We established a dedicated team to manage this segment, enabling the management teams leading our other segments to focus on executing Citi's other strategic priorities.

In addition to putting in place a strategic plan, our goal for 2022 was to assemble the talent, internally and from outside our firm, necessary to execute on our strategic priorities. Those priorities included strengthening our risk and control environment as described on page 76. In 2022, we brought in very strong talent, while meeting our representation goals. We added over 17,000 direct staff to our risk and control, program management and operations and technology teams.

Identifying, onboarding, integrating and retaining the talent we need to get this work done - against the backdrop of an historically hot talent market and the ongoing ramifications of the pandemic - was harder and more time consuming than anticipated. Yet in the face of these challenges, our teams attracted high caliber talent externally and moved internal talent into critical roles. We endeavored to strike the right balance between fresh perspectives and people who know our firm. The new joiners to Citi included a material number of new, top tier leaders from our best peers across several layers of the organization.

CULTURAL TRANSFORMATION

Citi's Transformation is ultimately delivered by our people and its success demands a culture of excellence and accountability. Our approach to executing on our culture change started with management, under the direct oversight of the Citi Board of Directors, laying out the key elements of the culture that needed to change and setting the tone from the top with an emphasis on our three Leadership Principles - we take ownership, we deliver with pride, and we succeed together. We have embedded these principles into our performance management system, establishing a new bar for risk and controls and reinforcing it with clear and transparent expectations and consequences so that there is no doubt over accountability for risk and controls, operations or client delivery.

Our work to evolve our culture entails considerable investment in training of the entire firm in foundational principles. We have begun to see a mind shift across Citi that we are nurturing through a behavioral change campaign launched in 2022, Citi's New Way. This campaign introduces new working habits that will change the fundamentals of how things get done at Citi. We started by focusing on promoting habits that encourage ownership through leadership examples, training and communication. These difficult but necessary changes are critical because they will allow us to become more adept at identifying and escalating the issues that must be addressed at the firm level.

In addition, we are adding far more rigor and urgency around the leadership and transformation of our firm. Ms. Fraser has brought more of Citi's business leaders into the firmwide management conversation, so they are involved in running the whole firm, including our Transformation, as evidenced by the formation of our Global

Operating Team. We have implemented firmwide processes to accelerate and improve the quality of decision making. Those enhanced processes include monitoring our investments and execution of our strategy. We have also simplified a range of approval processes, from hiring to new product initiatives.

We recognize that changing our culture is also a multi-year effort. Our employee survey results confirm that the change we need is clearly afoot but we know it will take a few more years to permeate the organization more fully and permanently. As this important work continues, we will accumulate data on employee engagement, adoption of habits, and changes to risk and control related behaviors, allowing us over time to review the ultimate impact on outcomes. We will also use this data to identify and learn from parts of the organization with a strong culture of excellence as well as to intervene where we spot emerging behavioral risk.

Client and Franchise Pillar

The success of our client and franchise efforts depends on a long-term, firmwide approach, and we engaged in many separate projects in 2022, both large and small, in support of our goals. Overall, we successfully navigated through the macro and geopolitical shocks that defined the year and supported our clients and communities with excellence and compassion.

Citi's 2022 Proxy Statement described our Community Investment and Development teams, our Support of Local Community efforts, our Sustainable Finance Commitment and our Action for Racial Equity program. This year, we highlight our plan to reach net zero emissions by 2050, the expansion of our impact investing, and the audit of our racial equity efforts in the U.S. These were considered by the Compensation Committee as important examples of our efforts to solidify client relationships and strengthen our franchise during 2022.

NET ZERO EMISSIONS

Identifying, assessing and managing climate-related risks and opportunities remains a top business priority for Citi, as evidenced by Ms. Fraser's announcement in 2021 of Citi's commitment to net zero GHG emissions by 2050 and net zero operations by 2030.

Over the past 20 years, Citi has progressively built our understanding of climate-related risks and opportunities, and updated our climate governance structure. We believe there is a business opportunity in helping our clients transition to net zero. We have provided transparency on our progress in Citi's 2022 TCFD Report.

We are beginning to work with our clients to help them develop credible transition plans and to finance their efforts to decarbonize. Citi is encouraging a responsible and orderly energy transition to ensure that the world's energy needs continue to be met while also supporting decarbonization.

As part of our client engagement approach, we will encourage the responsible retirement of carbon-intensive assets where feasible rather than divestment. We are cognizant that large-scale, rapid divestment could result in an abrupt and disorderly transition to a low-carbon economy, creating economic and social upheaval on a global scale. For example, certain carbon-intensive companies may play critical roles in channeling the necessary capital expenditures and providing the raw materials to support new climate technologies or may provide necessary baseload power for developing economies.

IMPACT INVESTING

Through our \$500 million Impact Fund, we are using our own capital to make equity investments in "double bottom line" U.S.-based private sector companies that are applying innovative solutions to help address some of society's most pressing challenges.

We typically coinvest alongside other investors in the venture capital ecosystem, making equity capital commitments ranging from \$250,000 to \$10 million across the seed to pre-IPO stages. Investments are primarily made in companies that have demonstrated proof of concept, secured prior rounds of funding and exhibited the potential for scale. We primarily, but not exclusively, invest in four verticals: Future of Work, Climate Solutions, Financial Inclusion, and Social Infrastructure, with a focus on Housing, Transportation and Healthcare.

We actively seek opportunities to invest in businesses that are led or owned by women and people of color to help combat the gender and race gaps that exist in the venture capital-funded startup ecosystem. As part of this commitment, early-stage seed investments are primarily allocated to businesses that are led or owned by women and people of color.

Additionally, as part of Citi and the Citi Foundation's \$1 billion+ Action for Racial Equity (ARE) initiative, the Citi Impact Fund's Black Entrepreneurs Investment Initiative – a \$50 million capital commitment from Citi to help reduce the racial wealth gap by creating equitable access to venture capital funding for Black founders – has made early-stage equity investments in tech-enabled ventures led by Black founders.

RACIAL EQUITY

In the aftermath of the horrific murder of George Floyd, we tried to channel our grief into action. By September 2020, we had marshalled resources across the firm to support more than \$1 billion in initiatives to help close the racial wealth gap. While ARE was ambitious in terms of our firm's footprint and resources, we also recognize how much investment and change is required across all corners of our society to help address the racial wealth gap.

In this context, we made delivering on our commitments a business imperative that reflects the type of company we aspire to be for our employees and the communities we serve. Measurement and transparency are critical to ensuring we're holding ourselves accountable. In October 2021, after consultation with investors, we took an important step by committing to conduct an independent third-party racial equity audit. The audit assessed the design and implementation of ARE. We released the results of that audit in 2022 and it is available at www.citigroup.com.

The following are some of the key takeaways:

- ARE's design successfully leveraged Citi's expertise, network of business partners, and resources to address some of the key factors contributing to the racial wealth gap.
- While we have exceeded our aggregate financial commitment of \$1.1 billion in strategic investments and initiatives, we have not yet accomplished every commitment announced in September 2020, though we have made progress toward many of them two years into our three-year commitment.
- The audit highlights a number of areas where Citi has increased access to key resources for communities of color. For example, through ARE we have deepened our collaboration with minority-owned depository institutions (MDIs) and more than tripled our initial commitment to the Citi Impact Fund, among other significant investments in affordable housing and supplier diversity.

The audit also identified areas for improvement, noting that to keep up the momentum, it will be important for Citi to further integrate the objectives underlying ARE into our core business. This is work we already have underway with the creation of our Financial Inclusion & Racial Equity team in U.S. Personal Banking and the Diverse Financial Institutions Group in our Institutional Clients Group.

2022 NEO Performance

The foregoing sections of our Compensation Discussion and Analysis set forth the 2022 annual compensation of our named executive officers and summarize our firmwide performance highlights in the four performance pillars of CART – Financial, Risk and Control, Leadership and Client and Franchise – during 2022. The following provides further detail concerning the decisions made by the Compensation Committee in respect of 2022 compensation for our named executive officers individually.

Return on Tangible Common Equity is a non-GAAP financial measure. Annex A includes an explanation of how it is defined and determined from GAAP measures.

Jane Fraser - Chief Executive Officer

2022 was Ms. Fraser's first full calendar year as our CEO. As CEO, Ms. Fraser is responsible for our global business operations.

HIGHLIGHTS OF PAY RATIONALE AND PERFORMANCE ASSESSMENT

- Ms. Fraser provided disciplined leadership of Citi's Transformation.
- Ms. Fraser needs to continue to focus on improving financial results.
- The benchmark compensation amount used as a starting point for Ms. Fraser's compensation decision was the market benchmark.
- Ms. Fraser's final compensation amount, \$24.5 million, reflects:
 - Downward adjustment to reflect her performance in the Financial Pillar; and
 - Upward adjustments to reflect her performance in the Client and Franchise and Leadership Pillars.

Financial

	2022 Result
Citigroup Income from Continuing Operations Before Taxes	\$18.8 billion
Citigroup Operating Leverage	(163)bps
Citigroup Return on Common Equity	7.7%
Citigroup Return on Tangible Common Equity	8.9%

- 2022 was another year with challenging macroeconomic conditions. Citi's financial performance in various respects for 2022 was disappointing, as were absolute and relative returns on investments in our stock. However, Citi's 2022 financial performance was consistent with the guidance provided as part of our Investor Day presentation.
- Citi's increase in expenses for 2022 was mostly driven by Transformation and risk and control initiatives. Ms. Fraser's focus on ensuring effective expense management going forward is critical to strengthening the firm and delivering value to our shareholders.

Risk and Control

- Ms. Fraser showed strong dedication to Risk and Control Pillar performance in 2022 through her focus on our regulatory responses, increased senior management attention on controls, and improved risk management.
- The Citi Board of Directors has determined that our Consent Order remediation plans are responsive to our objectives and that we continue to make progress on our execution of Consent Order milestones.
- Citi closed and remediated a number of other outstanding regulatory issues.
- While Ms. Fraser made progress by prioritizing and improving Citi's risk and control environment, there is still much more to do.

Client and Franchise	<ul style="list-style-type: none"> • Ms. Fraser consistently demonstrated a powerful commitment to putting Citi's clients first throughout 2022. She hosted her first Investor Day as CEO and set forth a clear path forward for Citi. • Ms. Fraser also effectively advanced Citi's strategy refresh. She prioritized Citi's consumer banking divestitures in the Asia region and drove growth within the Mexico franchise. • Ms. Fraser raised the firm's ESG profile, as reflected in accomplishments in the areas of environmental and social finance and diversity, equity and inclusion. • Ms. Fraser showed steadfast leadership in furthering the vision of the bank and dedication to clients and other stakeholders, including in particular in regard to challenges arising from the war in Ukraine.
Leadership	<ul style="list-style-type: none"> • Ms. Fraser continued to embody the Leadership Principles that we expect of every employee at Citi. • Ms. Fraser sets an appropriate tone from the top, particularly as it relates to Citi's Transformation efforts, and commitment to engaging with key stakeholders, from investors to regulators. • Ms. Fraser made extraordinary efforts to support our colleagues as they navigate the war in Ukraine, and the return to office and implementation of the hybrid work model. • Ms. Fraser also made structural talent changes that have furthered Citi's ability to manage processes more efficiently and completely. • Our employee survey results, among other indicators, reflect her exemplary leadership stature.

Mark Mason - Chief Financial Officer

Mark Mason is our CFO. He is responsible for our financial management, including managing our balance sheet, capital planning and financial reporting processes, as well as investor relations and strategy, and he plays a central role in our strategic decisions generally. In addition, Mr. Mason has oversight of Citi Ventures, which includes innovation and our investments in innovative products and services.

HIGHLIGHTS OF PAY RATIONALE AND PERFORMANCE ASSESSMENT

- Mr. Mason's strong performance in the Leadership and Client & Franchise Pillars are exemplified by his commitment to initiatives such as Citi's strategy refresh and his efforts to develop his team, including successful efforts to attract employees from outside the firm and develop and promote talent internally, and break down silos within the organization.
- Mr. Mason's dedication during 2022 to setting a strong tone from the top about financial discipline and his ability to address complex problems enabled Finance to make progress in addressing long-standing issues.
- Continued inroads are critical to further Transformation efforts.
- The benchmark compensation amount used as a starting point for Mr. Mason's compensation decision was the market benchmark adjusted to reflect experience and time in this role relative to the peer group.
- Mr. Mason's final compensation amount, \$14.0 million, reflects:
 - Downward adjustment to reflect his performance in the Financial Pillar; and
 - Upward adjustments to reflect his performance in the Client and Franchise and Leadership Pillars.

Financial

	2022 Result
Citigroup Income from Continuing Operations Before Taxes	\$18.8 billion
Citigroup Operating Leverage	(163)bps
Citigroup Return on Common Equity	7.7%
Citigroup Return on Tangible Common Equity	8.9%

- 2022 was another year with challenging macroeconomic conditions. Citi's financial performance in various respects was disappointing, as were absolute and relative returns on investments in our stock. On the other hand, Citi's 2022 financial performance was consistent with the guidance provided as part of our Investor Day presentation at the beginning of the year.
- Mr. Mason performed well managing the Finance function during 2022, particularly with respect to building his team, including successful efforts to attract employees from outside the firm and develop and promote talent internally, managing the function's expenses and increasing the transparency of our financial reporting.
- Mr. Mason delivered on commitments, as he played an active role in effectively managing the firm's capital and enhancing internal stress testing while prudently updating the processes for managing expenses across the firm.
- Mr. Mason played a large leadership and execution role in connection with our strategy refresh, our Investor Day Presentation, our divestitures and with regard to the simplification of the firm's new segmentation for reporting financial information.

Risk and Control

- Mr. Mason led a turnaround for Finance in respect of the Risk and Control Pillar in 2022.
- Mr. Mason led strong improvements in controls, data quality, and decision making.
- There is still more work to be done, particularly regarding scoping and expectations concerning the closure of regulatory remediation efforts.

Client and Franchise

- Mr. Mason has cemented himself as a key partner in Citi's strategy refresh, consumer divestitures, and the navigation of difficult macroeconomic conditions in 2022.
- Mr. Mason focused a significant amount of time with key stakeholders communicating our plans to improve their understanding of our business and gain their support. His relationships with key stakeholders have been crucial in effectively conveying our message during 2022.
- Mr. Mason has been and continues to be an invaluable partner during a difficult period for Citi.

Leadership

- Mr. Mason's strong communication skills contribute to his effective leadership presence, as recognized by management, the Citi Board of Directors and the organization.
- Mr. Mason has been effective in filling out his team in the Finance function, including successful efforts to attract employees from outside the firm and develop and promote talent internally.
- Results on our employee survey were positive, although further work needs to be done.

Paco Ybarra - Chief Executive Officer of Institutional Clients Group

Paco Ybarra is CEO of Citi's Institutional Clients Group (ICG), which provides corporate, institutional, public sector, and investor clients around the world with a full range of wholesale banking products and services.

HIGHLIGHTS OF PAY RATIONALE AND PERFORMANCE ASSESSMENT

- Under Mr. Ybarra's leadership, ICG posted strong revenue and overall positive financial results despite volatile macroeconomic conditions.
- Mr. Ybarra continued to sponsor several regulatory remediation programs, and ICG continued to show progress in strengthening risk and control management.
- Mr. Ybarra showed strong Leadership in implementing strategies to combat attrition while continuing to display sound judgement on the EMT, but further improvements are needed with respect to certain cultural issues in some ICG businesses.
- The benchmark compensation amount used as a starting point for Mr. Ybarra's compensation decision was the market benchmark adjusted to reflect the scope of Mr. Ybarra's role compared to certain peers.
- Mr. Ybarra's final compensation amount, \$22.6 million, reflects:
 - Downward adjustment to reflect his performance in the Client and Franchise Pillar.

Financial

	2022 Result
Citigroup Income from Continuing Operations Before Taxes	\$18.8 billion
ICG Income from Continuing Operations Before Taxes	\$14.0 billion
Citigroup Operating Leverage	(163)bps
ICG Operating Leverage	(637)bps
Citigroup Return on Common Equity	7.7%
Citigroup Return on Tangible Common Equity	8.9%
ICG Return on Tangible Common Equity	11.1%

- In the face of a complex macroeconomic environment, ICG posted strong revenues, led by TTS and Securities Services. The performance resulted from the rate environment, new client business growth, Markets monetizing volatility and growth in Fixed Income, despite year-over-year declines in Investment Banking and Equities.
- Expense management was a challenging area, which impacted RoTCE.
- Absolute and relative returns on our stock for 2022 were disappointing.

Risk and Control

- Mr. Ybarra has continued to make investments in risk management, which has driven positive progress.
- There is still much work to be done, as evidenced by incidents that occurred during 2022 and mixed results in addressing certain established targets.
- Mr. Ybarra is an EMT sponsor on many regulatory remediation programs and his work has been strong in this space.

Client and Franchise

- Though ICG made strides in client performance, there is also much work to be done in this regard, particularly concerning market share and client satisfaction.
- Culturally, while there were some positive results, incidents that reflected poorly on Citi arose, for which remedial actions are required.

Leadership

- Mr. Ybarra's insights and commitments to firmwide outcomes, the skill in which he led the organization through a complex macro environment, and his commitment to combating attrition within ICG are all valued as a leader at Citi.
- These positive attributes are balanced with a need to address cultural issues within pockets of ICG as well as a need to increase process driven operations within the organization.

Anand Selvakesari - Chief Executive Officer, Personal Banking and Wealth Management

Anand Selvakesari is CEO of Personal Banking and Wealth Management (PBWM), responsible for Citi's U.S. Personal Banking and Global Wealth Management businesses.

HIGHLIGHTS OF PAY RATIONALE AND PERFORMANCE ASSESSMENT

- Mr. Selvakesari led the organization through several successful divestitures while also championing risk and control management efforts.
- Mr. Selvakesari's ability to partner with key stakeholders across the firm is indicative of his Leadership performance throughout the year. Mr. Selvakesari's leadership highlights his commitment to his peers and fostering a culture of ownership throughout the firm.
- The benchmark compensation amount used as a starting point for Mr. Selvakesari's compensation decision was the consumer market benchmark adjusted to reflect his responsibility for Citi's Global Wealth Management business.
- Mr. Selvakesari's final compensation amount, \$12.4 million, reflects:
 - Downward adjustments to reflect his performance in the Financial and Client and Franchise Pillars; and
 - Upward adjustment to reflect his performance in the Risk and Control Pillar.

Financial

	2022 Result
Citigroup Income from Continuing Operations Before Taxes	\$18.8 billion
PBWM Income from Continuing Operations Before Taxes	\$4.2 billion
Citigroup Operating Leverage	(163)bps
PBWM operating leverage	(747)bps
Citigroup Return on Common Equity	7.7%
Citigroup Return on Tangible Common Equity	8.9%
PBWM Return on Tangible Common Equity	10.2%

- Mr. Selvakesari overcame a challenging year. His business displayed disciplined expense management and strong revenue results, driven by U.S. Cards and deposit growth.
- However, there were earnings disappointments and an underperforming RoTCE, which was in part due to allowances for credit losses (ACL) builds despite low net credit losses (NCLs).
- The challenging macroeconomic environment influenced these results, and Mr. Selvakesari's financial performance was in line with expectations taking into account the market environment.
- Absolute and relative returns on investments in our stock for 2022 were disappointing.

Risk and Control

- Mr. Selvakesari's attention to risk and control management has had an impact, as he has instilled a strong culture of ownership within his organization.
- In addition, his business successfully implemented processes to effectively remediate regulatory issues.
- He was successful in diligently delivering on regulatory commitments. Mr. Selvakesari also focused on relationships with stakeholders by enhancing channels of communication.

Client and Franchise

- Mr. Selvakesari maximized the value of the retail bank, continued growing the U.S. Cards segment and successfully refreshed our branches.
- Also, Mr. Selvakesari continues to be a staunch supporter of diversity, equity and inclusion goals.
- Mr. Selvakesari continues to focus on key Client and Franchise Pillar metrics, including those related to digital net promoter score, net new assets and customer complaints.

Leadership

- Mr. Selvakesari assisted the organization through several successful divestitures while also championing risk and control management efforts.
- His ability to partner with key stakeholders across the firm is a key Leadership quality.
- Mr. Selvakesari exhibits a strong commitment to his peers, which fosters a culture of ownership throughout the firm.

Peter Babej - Chief Executive Officer of Citi Asia Pacific

Peter Babej is CEO of Citi Asia Pacific (APAC), responsible for all businesses in the 18 countries and jurisdictions where Citi is present.

HIGHLIGHTS OF PAY RATIONALE AND PERFORMANCE ASSESSMENT

- Mr. Babej expertly navigated managing divestitures throughout APAC while also increasing the region's focus on delivery of One Citi to our clients.
- Mr. Babej maintained a strong focus on risk and control management, including successful closure of issues and diligent delivery on regulatory commitments throughout the year.
- The benchmark compensation amount used as a starting point for Mr. Babej's compensation decision was the market benchmark.
- Mr. Babej's final compensation amount, \$10.8 million, reflects:
 - Downward adjustment to reflect his performance in the Financial Pillar; and
 - Upward adjustments to reflect his performance in the Risk and Control, Client and Franchise, and Leadership Pillars.

Financial

	2022 Result
Citigroup Income from Continuing Operations Before Taxes	\$18.8 billion
Citigroup Operating Leverage	(163)bps
Citigroup Return on Common Equity	7.7%
Citigroup Return on Tangible Common Equity	8.9%

- Mr. Babej is responsible for the overall financial performance of the APAC region. This includes delivering against plan on revenue, expenses, and cost-of-credit line items in the P&L, as well as the overall balance sheet and resulting returns.
- In 2022, he was also accountable for two key drivers of Citi's longer-term financial success: our strategy refresh in Asia and execution of Win in Wealth in Asia.
- Mr. Babej and the APAC region overcame considerable hurdles to maintain expense management, post strong returns and make significant progress on divestitures in the region.
- Nevertheless, the business underperformed its plan on certain key metrics, largely influenced by factors such as gain or loss on sale timing being shifted to 2023, goodwill impairments, and the impacts of the Russia and Korea wind downs.
- Absolute and relative returns on investments in our stock for 2022 were disappointing.

Risk and Control

- Mr. Babej has been a strong leader regarding risk and control across Citi, setting an appropriate tone from the top and placing an emphasis on building a culture of risk, controls and compliance. He has focused on building effective working relationships with regulators across the region.
- In 2022, Mr. Babej continued to prioritize risk and control management in APAC by maintaining a controls-oriented mindset throughout the region.
- He was successful in closing issues and diligently delivering on regulatory commitments, navigating the ongoing pandemic, building relationships with U.S. regulators, and championing the importance of risk and control management through employee initiatives and programs.

Client and Franchise

- APAC, under Mr. Babej's leadership, had a solid year in 2022, as he delivered on divestitures by partnering closely with Legacy Franchises, and maintained a strong focus on One Citi client coverage.
- Mr. Babej continued to navigate through ongoing pandemic impacts that affected banking revenues, made great strides in key areas of growth, and realigned the region into three clusters: North and East Asia, South Asia and ASEAN, and Japan.
- Despite the challenges of the Consumer divestitures, pandemic lockdowns and our cluster realignment, there was positive performance in respect of important key metrics, including in the areas of human capital management and technology.

Leadership

- Mr. Babej has continuously proven his ability as a leader in the firm as he led APAC through a series of successful divestitures, while navigating a complex environment.
- Mr. Babej has also been successful in simplification efforts and the realignment of strategy in the region, and at the same time supporting cost reductions.
- In addition, Mr. Babej committed significant time to aiding the development of his next generation of talent in APAC, and as a result broadened his successor pipeline in the region.

Components of Our Incentive Compensation Program

Elements of Annual Compensation

The total incentive awarded to executive officers is delivered in three parts: (a) annual cash bonus, (b) deferred stock awards, the value of which depends on our stock price, and (c) PSUs, the value of which, if any, depends on our stock price and achievement of performance goals, except as required by regulatory requirements in the U.K. as described herein.

Our incentive awards foster a balance between annual and long-term components, with the majority of incentive compensation delivered in awards that pay out over multiple years. Long-term incentives, including both PSUs and deferred stock awards, are subject to performance-based vesting criteria. In determining the percentages to grant of each award type, the Compensation Committee considered applicable regulatory requirements and guidelines for deferral as well as market practices.

ELEMENT	AWARD TYPE	PORTION OF TOTAL INCENTIVE COMPENSATION	PERFORMANCE LINK AND VESTING	COMPENSATION TYPE
Salary	N/A	N/A	• Fixed portion of total pay at a competitive level that enables us to attract and retain talent	Cash
Short-Term Incentive	Annual Bonus	CEO: 15% Other named executive officers: 40%	• Performance assessment determines amount	Cash
Long-Term Incentives	Performance Share Units	CEO: 50% Other named executive officers: 30%	<ul style="list-style-type: none"> Performance assessment and share price determine target number of units Earned units based on financial metrics over three-year performance period (a description of the metrics for 2022 awards is included on page 88) Earned units are paid at the end of the three-year performance period Ultimate amount received based on our total shareholder return Award capped at 100% of target if our total shareholder return is negative over performance period Subject to clawbacks 	Equity-linked, performance-based and cash-settled
	Deferred Stock Awards	CEO: 35% Other named executive officers: 30%	<ul style="list-style-type: none"> Performance assessment and share price determine number of shares Ultimate amount received based on our total shareholder return Paid ratably over a four-year period Subject to clawbacks including the performance-based vesting condition described on page 95 	Equity

Performance Share Units

Under the general structure of our annual executive compensation program, 50% of CEO variable pay and 30% of other named executive officer variable pay is awarded as PSUs.

2022 PSU AWARD DESIGN

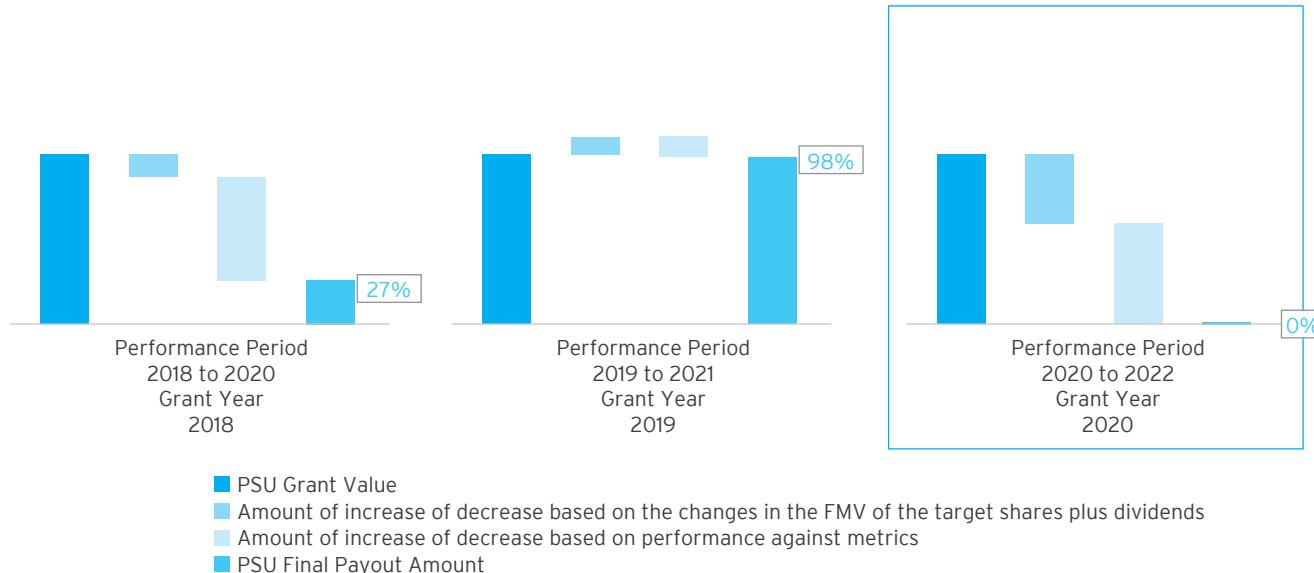
The following summarizes the terms of PSUs awarded by us in 2023 in respect of performance during 2022. The performance metrics approved for the 2022 PSUs, Return on Tangible Common Equity (RoTCE) and Tangible Book Value Per Share (TBVPS), which cover the period January 1, 2023 through December 31, 2025, are the same as the metrics used for the 2021 PSUs.

AWARD FEATURE	PERFORMANCE YEAR 2022 PSU DESCRIPTION			
Performance Period	January 1, 2023 through December 31, 2025			
Target Number of PSUs	Target is derived from the portion of total incentive award allocated to PSU program divided by the average of the closing prices of our common stock for the five trading days immediately preceding the February 16, 2023 grant date (\$50.904).			
Performance Metrics and Targets	Average RoTCE for 2023-2025 RoTCE for each year is net income (less preferred dividends) divided by average tangible common equity for the year.		Cumulative TBVPS for 2023-2025 Cumulative tangible book value per share (TBVPS) is determined by adding the TBVPS as of December 31, 2023, 2024 and 2025.	
	Half of units are earned based on RoTCE performance in accordance with the following performance grid:		Half of units are earned based on cumulative TBVPS based on the following performance grid:	
	Average RoTCE	Percent of Target PSUs Earned	Cumulative TBVPS, 2023-25	Percent of Target PSUs Earned
	Less than 5.0%	0%	Less than \$235.00	0%
	5.0% to less than 10.0%	From 0% to 150%, depending on performance relative to peers	\$245.00	50%
	10.0% to less than 11.0%	Greater of (i) interpolation from 100% to 150% and (ii) earned percentage based on performance relative to peers	\$265.00 to less than \$275.00	100%
	11.0% or more	150%	\$285.00 or more	150%
	For RoTCE, performance relative to peers is determined as follows: (i) zero to 100% PSUs earned for relative performance from the bottom to the 50 th percentile of the peer group, (ii) 100% to 150% PSUs earned for relative performance between the 50th and 75th percentile of the peer group and (iii) 150% PSUs earned for relative performance at or above the 75th percentile of the peer group. For this purpose, the peer group consists of Bank of America, Barclays, Credit Suisse, Deutsche Bank, Goldman Sachs, HSBC, JPMorgan Chase, Morgan Stanley, UBS, and Wells Fargo.			
	For each metric, performance between fixed outcomes described above is determined by straight-line interpolation. The design avoids encouraging imprudent risk-taking through artificial cliffs in the design of the PSUs.			
Award Delivery	After the end of the performance period, the number of earned PSUs will be multiplied by the average of our common stock price over the 20 trading days preceding the final vesting date, and the resulting value will be paid in cash. This practice links the payout to changes in the price of our common stock while limiting stockholder dilution.			
TSR Factor	The number of PSUs that may be earned is capped at target if our total shareholder return is negative over the three-year performance period, regardless of the outcome of the performance metrics.			
Dividend Equivalents	Dividend equivalents will be accrued and paid on the number of earned PSUs after the end of the performance period; dividend equivalents on PSUs that are not earned will be forfeited.			
Clawbacks	PSUs are subject to clawbacks.			

PERFORMANCE SHARE UNIT PAYOUTS

The chart below illustrates the components of the payout amounts for PSUs settled in 2021 through 2023, illustrating the relative impact of stock price change and operational performance metrics. For PSUs awarded in 2020 minimum threshold levels of performance against operational financial metrics were achieved during the performance period. As a result, none of those PSUs were earned.

PSU PAYOUT - AWARDS SETTLED IN 2021-2023



Deferred Stock Awards

Under the general structure of our executive compensation program, 35% of CEO variable pay and 30% of other named executive officer variable pay is awarded as Deferred Stock Awards.

AWARD FEATURE	DEFERRED STOCK AWARD DESCRIPTION
Vesting Period	Vests 25% each year over a four-year period ⁽¹⁾
Number of Shares	The number is derived from the portion of total incentive award allocated to Deferred Stock Awards divided by the average of the closing prices of our common stock for the five trading days immediately preceding the February 16, 2023 grant date (\$50.904).
Dividend Equivalents	Dividend equivalents will be accrued and paid on vested shares after the end of the vesting period; dividend equivalents on Deferred Stock Awards that are not earned will be forfeited.
Clawbacks	Deferred Stock Awards are subject to clawbacks, including the performance-based vesting condition described on page 95.

(1) Mr. Ybarra's awards vest over a five-year period with a six-month holdback.

Transformation Bonus Program

Background

In 2020 Citi embarked on a multi-year Transformation, with the target outcome to change Citi's business and operating models such that they simultaneously strengthen risk and controls and improve Citi's value to customers, clients and shareholders. The Transformation includes efforts to effectively implement the Consent Orders. For additional information about the Consent Orders, see "Risk Factors—Compliance Risks" in Citi's Annual Report on Form 10-K filed with the SEC on February 24, 2023, and Citi's Current Report on Form 8-K filed with the SEC on October 7, 2020.

Colleagues at all levels are expected to play an active role in achieving these standards, and senior leaders are accountable for driving progress. To incentivize effective execution in connection with the Consent Order programs and to drive change in Citi's risk and control environment and culture, in August 2021 the Compensation Committee approved the Transformation Bonus Program. A description of the Transformation Bonus Program was included in our 2022 Proxy Statement. Additional information related to the Transformation Bonus program can be found in the supplemental solicitation materials filed by us in 2022 with the SEC, which can be accessed on our public website.

Ms. Fraser is not eligible to participate in the Transformation Bonus Program. All other members of our EMT at the time the Program was adopted, as well as approximately 250 other employees who are deemed to be critical to execution in connection with the Consent Order programs, are eligible to participate in the Transformation Bonus Program.

Performance under our Transformation Bonus Program is based on the collective achievement of metrics in various categories, rather than on individual performance, in order to foster a unified, collective focus on achieving key Transformation goals and ensure consistent leadership throughout the multi-year effort. Central to the design of the Program was the recognition that our ability to achieve the objectives of our Transformation requires collective effort over a multi-year period. Accordingly, participants in the Program are collectively evaluated against outcomes in order to foster a culture of shared accountability.

Performance is measured, and the bonus, if any, payable pursuant to the Program is paid in three tranches, each representing a separate performance period. Specific goals and related metrics are established for each of the three tranches. The maximum portion of the bonus payable for each tranche is: 25% for the first tranche, 25% for the second tranche and 50% for the third tranche.

Shortly before each designated payment date, an assessment is made by the Compensation Committee to determine what portion – if any – of the relevant tranche is collectively earned based on performance relative to specific preset targets for the applicable performance period. The portion to be paid out for each tranche will be applied to all participants in the Program on a consistent basis. For example, while a maximum of 25 percent of the award can be earned for the first tranche, if the Committee determines, based on the relevant criteria, that collective performance merits only a 15 percent payout, then each participant will only be paid 15 percent for that tranche (assuming they satisfy all other conditions for entitlement to be paid).

The first and second tranches are only impacted by performance relative to preset targets. Each constitutes a maximum of 25 percent of the award. The third tranche, which constitutes a maximum of 50 percent of the award, is affected by both performance relative to preset targets and stock performance. For this third tranche, once performance is accounted for and the base payout is determined to be either the maximum 50 percent or some lower percentage as described above, the payout is further adjusted based on stock performance. That is, the payout amount is further adjusted downward or upward as if that payout had been invested in Citi common stock, from the date of grant of each award through the payment date for the third tranche, taking into account stock price changes and the sum of dividends paid (without interest or assumed reinvestment), consistent with our customary approach for equity-based compensation. The starting value for this calculation is \$70.37, the average closing price of our stock from October 25-29, 2021, the five-day period before awards were granted to participants. The ending value for this calculation will be the five-day average of closing prices for the stock for the period ending

on February 19, 2025, the scheduled payment date for the third tranche. Stock performance during this period is the only means by which the award value can be increased above the target award value for the third tranche; the value of the award could also decrease if stock performance decreases.

Participants must continue to be actively employed by Citi at the payment date to receive a payment. Payments are further subject to all Program conditions, including demonstrable leadership in all job specific aspects of the Transformation, a satisfactory Risk and Control Pillar performance rating under our normal annual incentive assessment process, and the rules of our Accountability Framework. Payments are also subject to cancellation and clawback provisions as described on page 95.

There is no opportunity to make up for reductions to earlier tranches through exceptional performance for later tranches. In approving the Transformation Bonus Program, the Compensation Committee did not intend that it would be a replacement, substitution or make-up for any other compensation amount, nor does the Committee expect to make other special awards related to the Transformation in the future.

Tranche 1 Payout Determination

The Citigroup and Citibank Boards of Directors each formed a Transformation Oversight Committee, an ad hoc committee of each Board, to provide oversight of management's remediation efforts under the Consent Orders. The primary focus for the first part of our remediation efforts involved the development of comprehensive plans to remediate our regulatory issues and submission of those plans to our regulators.

Following the completion of the first performance measurement period under the Transformation Bonus Program, the Compensation Committee determined that the Performance Achievement Percentage for that period would be 94%, reflecting the Compensation Committee's assessment of performance relative to the predetermined targets set for that tranche under the Program. The targets established for the first performance period included Citi's submission to our regulators of plans to remediate the issues addressed by the Consent Orders, and objectively measurable targets to assess performance on Transformation milestones.

- **Submission of remediation plans to the FRB and the OCC:** Citi provides both regulators on an ongoing basis information regarding its plans and progress and continues to work constructively with the regulators to reflect their feedback on remediation efforts. The Citi Board of Directors has determined that our plans are responsive to our objectives and that we continue to make progress on our execution.
- **Transformation Milestones:** The Compensation Committee's assessment included management's achievement relative to targets on each of the following metric categories during the first performance period:
 - Actions to reduce risk on our high-priority items in the near term
 - Plan milestone execution, which includes the percentage of milestones that management has completed on time for submission to our Internal Audit function for validation; the percentage of milestones that are at risk; and the percentage of milestones that have not been completed on time
 - Execution quality, which is the percentage of milestones that our Internal Audit function has reviewed and deemed to be complete

The Compensation Committee recognized that management performed above 90% achievement relative to targets on each metric category during the first performance period, with the exception of one (the percentage of milestones that are at risk for not being completed on time) for which we fell three percentage points short of target.

Tranche 2 Performance Metrics

The Committee has determined that the metric categories for the second tranche of the program, covering the calendar year 2023 performance period, are:

- Execution of specific actions management must take during Phase 2 of our remediation plan
- Execution quality, which is the percentage of milestones reviewed by Citi's Internal Audit function that it deems to be complete
- Culture change, which is based on a broad-based employee survey that is designed to measure cultural alignment with our Leadership Principles as described on pages 77 and 78

The Committee intends to set specific objective targets in respect of performance metrics within those categories early in 2023.

Compensation Process and Governance

Our Annual Compensation Process

The following summarizes the principal elements of our process for setting incentive compensation for our named executive officers.

We adopted our compensation accountability and rationale tool (CART) in 2020 as a means for administering our new compensation principles and practices. CART is an integral part of our compensation framework. CART is a process tool that resulted in significantly increased transparency, discipline and thoughtfulness with respect to the impact of risk and control performance on compensation decisions. While CART requires a notably disciplined approach to year-end performance assessment, its most important feature is that it requires managers to provide performance details across each of the four CART pillars - Risk and Control, Financial, Client and Franchise, and Leadership - to support compensation decisions.

CART creates a comprehensive record evidencing how risk was considered in compensation decisions. This practice enables us to systematically hold each senior manager accountable in a disciplined way for management of risk and controls and for determining compensation.

Each named executive officer's total incentive award is based on our overall achievements, individual executive performance against applicable goals and a market benchmarking process. Metrics and goals for each named executive officer's total incentive award are contained in the executive's scorecard. A market benchmarking process, with market rates of pay adjusted to reflect each named executive officer's experience and the scope of his or her role is the starting point. In addition, written narrative assessments for each of the four CART pillars are completed for each named executive officer. The Compensation Committee completes this assessment for our CEO and contributes to the assessments for our other executive officers. These factors, considered together, form the basis for the Compensation Committee's determination of incentive compensation amounts.

Under our compensation framework, our Compensation Committee uses a five-step process when making final determinations regarding named executive officer incentive compensation. The steps are illustrated in the following graphic and summarized immediately below the graphic.



Step 1 - Goal Setting for Scorecards

- The Compensation Committee approves scorecard goals for each named executive officer early in the annual compensation cycle. The goals fall into four performance pillars: Risk and Control, Financial, Client and Franchise, and Leadership. The type and number of goals for each pillar vary by named executive officer, based on the nature of his or her position:
 - **Risk and Control goals** include:
 - ✓ Risk and control behavior assessment
 - ✓ Risk limits and controls performance
 - ✓ Anti-money laundering and other specific regulatory criteria
 - ✓ Progress on regulatory remediation programs
 - **Financial goals** include:
 - ✓ Company-wide goals for all named executive officers that reflect our annual business plan
 - ✓ Business unit-specific goals for named executive officers who are business unit leaders that reflect annual plans for our individual business units
 - **Client and Franchise goals** include:
 - ✓ Goals relating to metrics that are important to the strength of the franchise and, for executives who are business leaders, goals relating to growth in our client relationships
 - **Leadership goals** include:
 - ✓ Leadership values, including diversity and other human capital management goals

Step 2 - Performance Assessment

- At the end of each year, a named executive officer's performance against each goal is assessed. A performance rating is assigned for each performance pillar.
- Each named executive officer is categorized into one of four classifications, which are driven by our Risk Governance Framework. We have established prescribed compensation adjustment ranges by performance pillar rating.
- The Compensation Committee rates the CEO's performance, and the CEO and Compensation Committee rate the performance of the other named executive officers.

Step 3 - Evaluation of Market Pay

- The Compensation Committee reviews prior year market pay to determine a market benchmark for each named executive officer role. Ranges are developed based on public information and third-party market surveys of compensation for the same or comparable roles at peer firms. This market benchmark is then adjusted based on the scope of the role at Citi and experience of the executive.
- This practice helps us set named executive officer pay at levels that reflect market rates based on tenure, experience, and the skill set of each executive.

Step 4 - Linking Performance to Compensation

- The Compensation Committee then applies each named executive officer's performance rating for each pillar against the prescribed compensation adjustment range to determine an appropriate compensation adjustment for each pillar. The net aggregate compensation adjustments are then applied to the adjusted market benchmark to determine a forecasted compensation amount.
- The Compensation Committee retains the authority to further adjust pay to reflect unusual performance outcomes that are not within the scope of the four pillars.
- The Compensation Committee further adjusts pay to reflect any required impacts under our Accountability Framework.

Step 5 - Committee Determination

- The Compensation Committee approves the goals, performance ratings, and compensation adjustments.
- The Compensation Committee, exercising its fiduciary judgment, determines the final award amount for each named executive officer.

Our Compensation Peer Group

Our vision for Citi is to be the preeminent bank for institutions with cross-border needs, a global leader in wealth, and a major player in consumer payments and lending in our home market. In 2022 we made significant management reporting changes to align with our vision and strategy, including to assist us in decisions about resources and capital allocation and to assess business performance.

Because of our need to compete in the market for talent while at the same time aligning compensation with performance, considering the compensation decisions and performance achievements of peers is a key fact in Citi's compensation decisions. The Committee considers named executive officer compensation in the context of pay levels and performance at a 13-member peer group and a smaller core peer group consisting of five U.S.-based global banks with lines of business and scale similar to ours.

The Compensation Committee, with input from its independent compensation consultant, established our compensation peer group. The Compensation Committee evaluates the compensation peer group on an annual basis to ensure that the group continues to be appropriate. The Compensation Committee continues to believe that a U.S.-based peer group reflects the relevant market for executive talent and the relevant regulatory environment for our executive compensation.

We chose the peers because they operate in one or more lines of business that are similar to ours and compete in similar labor markets. In selecting the compensation peer group, the Compensation Committee uses size-based metrics as primary screening criteria among financial services firms. Citigroup's size relative to its full peer group is generally near or above the 75th percentile but is closer to median when compared to its core peers. Citi's business is relatively complex compared to peers because of the global scope and depth of its business.

2022 COMPENSATION PEER GROUP

AIG (AIG)	Goldman Sachs (GS)	Prudential (PRU)
American Express (AXP)	JPMorgan Chase (JPM)	U.S. Bancorp (USB)
Bank of America (BAC)	MetLife (MET)	Wells Fargo (WFC)
BNY Mellon (BK)	Morgan Stanley (MS)	
Capital One (COF)	PNC (PNC)	

In evaluating the market for named executive officer compensation, the Compensation Committee focuses primarily on compensation for comparable roles at the U.S.-based global banks with lines of business and scale similar to ours: Bank of America, Goldman Sachs, JPMorgan Chase, Morgan Stanley, and Wells Fargo. The information is compiled with the assistance of an outside third-party survey firm using a proprietary database.

Clawback Provisions

We maintain multiple policies, listed below, that apply cancellation and clawback terms to incentives awarded to the named executive officers and all other employees eligible for similar awards. The cancellation and clawback provisions provide us with the right to cancel unpaid deferred incentive compensation and clawback previously paid amounts under a range of adverse outcomes. The following lists the principal triggers.

APPLICABLE CRAWBACK POLICY	POTENTIAL TRIGGER	DEFERRED PERFORMANCE SHARE UNITS	DEFERRED STOCK AWARDS
General	Misconduct or materially imprudent judgment that caused harm to any of our business operations, or that resulted or could result in regulatory sanctions, including either failure to supervise employees who engaged in such behavior or failure to escalate such behavior.	<input checked="" type="checkbox"/>	
Material Adverse Outcome	Significant responsibility for a Material Adverse Outcome (MAO).	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Citi	Award received based on materially inaccurate publicly reported financial statements.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Citi	Employee knowingly engaged in providing materially inaccurate information relating to publicly reported financial statements.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Citi	Material violation of any risk limits established or revised by senior management and/or risk management.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Citi	Gross misconduct.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Sarbanes-Oxley	Intentional misconduct or fraud that requires the restatement of previously filed financial statements.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Material Adverse Outcome includes occurrences that lead to a 5% or more reduction in revenue or net income for the Company for any fiscal quarter. The Material Adverse Outcome performance-based vesting condition is not applicable to PSUs, which include other performance-based vesting conditions.

In addition to the cancellation and clawback provisions described in the table above, to comply with U.K. and E.U. regulatory guidance, additional cancellation and clawback terms are applicable to Mr. Ybarra's incentive awards covering various compliance issues.

We will consider making public disclosures whenever a decision has been made to cancel deferred compensation payable to an executive officer because he or she had significant responsibility for a Material Adverse Outcome or otherwise.

Compensation Governance Practices

We have strong compensation governance practices that are regularly refined as a result of engagement with stockholders and regulators and our attention to evolving best practices.

CITI'S PRACTICES	PRACTICES WE AVOID
<ul style="list-style-type: none"> ✓ Ongoing investor outreach. The chair of the Compensation Committee and management conduct regular stockholder engagement to solicit feedback on compensation and governance. ✓ Performance-based compensation. For 2022, variable performance-based incentive compensation was more than 90% of CEO annual compensation. 85% of incentive compensation is delivered in deferred equity or equity-linked units, and the equity-linked units are subject to vesting based on three-year performance-based financial metrics. ✓ Rigorous performance-assessment process. CART facilitates a rigorous performance-assessment process under which the Compensation Committee participates in the development of a comprehensive written analysis of executive officer performance in respect of the four pillars. ✓ Shareholder transparency. We provide transparency in our annual proxy statement concerning the process and metrics evaluated by the Compensation Committee in determining incentive compensation for our named executive officers. For example, we disclose the performance goals for our PSU program at the beginning of each three-year performance cycle. ✓ Risk and control management. Effective management of risk and control is a key driver in determining compensation for executive officers. ✓ Regulatory requirements. Our governance practices are designed to comply with the principles for sound incentive compensation practices promulgated by our regulators, who provide ongoing oversight and engagement in respect of those practices. 	<ul style="list-style-type: none"> ✗ No excessive perks. We do not provide excessive perquisites such as free personal use of private aircraft or special executive medical benefits. ✗ No executive pensions. Executive officers are not eligible for additional pensions under executive retirement programs. ✗ No hedging or pledging of Citi stock. We have a blanket prohibition against hedging or pledging our common stock by executive officers and also prohibit our executive officers from engaging in speculative trading in Citi common stock. ✗ No tax gross-ups. We do not allow tax gross-ups except through our tax equalization program for expatriates, which is available to all salaried employees. ✗ No multi-year compensation guarantees. We avoid features that could incentivize imprudent risk-taking, such as multi-year guarantees. ✗ No "single trigger" upon a change of control. Our stock incentive plan has a "double trigger" change-of-control feature, meaning that both a change of control of Citigroup and an involuntary termination of employment not for gross misconduct must occur for awards to vest. ✗ No change-of-control or other "golden parachute" agreements. Executive officers do not have special agreements covering their compensation in the event of a change of control and are not entitled to severance pay upon termination of employment in excess of broad-based benefits.

- ✓ **Clawbacks.** Our PSUs and Deferred Stock Awards are subject to clawbacks, as described on page 96.
- ✓ **Stock ownership commitment.** Under our policies, executive officers are required to hold at least 75% of the net after-tax shares acquired through our incentive compensation programs as long as they are executive officers.
- ✓ **Post-employment stock holding requirement.** Our policies require each executive officer to retain at least 50% of the shares subject to the stock ownership commitment for one year after ceasing to be an executive officer, even if he or she is no longer employed by us.
- ✓ **Peer group review.** The Compensation Committee annually evaluates our industry peer group to ensure that inclusion of each member continues to be appropriate for compensation benchmarking purposes.
- ✓ **Compensation Committee independent advice and executive sessions.** An independent compensation consultant attends Compensation Committee meetings and provides the Compensation Committee with advice. The Compensation Committee regularly meets in executive session without management present, both with and without its independent advisor.
- ✓ **Annual risk assessment.** As part of our governance process, all our incentive compensation plans throughout the world are analyzed through a central risk management model developed and administered by a third-party consultant with input from us.

- ✗ **No unearned dividends paid.** We pay dividend equivalents on our PSUs and Deferred Stock Awards only if and when the underlying awards are earned and delivered. The dividend rate is the same for the executive officers as for other stockholders.
- ✗ **No extensive use of employment agreements.** Except as required by law, we do not use fixed-term employment agreements for executive officers. Agreements with executive officers may not provide for post-retirement personal benefits of a kind not generally available to other employees or retirees.
- ✗ **No “springloading” of equity awards.** Citi does not time the granting of equity awards to take advantage of information that may enhance their value to recipients.

STOCKHOLDER ENGAGEMENT AND STOCKHOLDER FEEDBACK

Our executive compensation program reflects feedback received from investors through an extensive stockholder engagement process.

In 2022, we held two rounds of stockholder engagement with holders of meaningful percentages of our outstanding shares.

- **Spring 2022:** Following the awards for 2021 performance but in advance of our 2022 Annual Meeting, Mr. Dugan, our Board Chair and Jay Jacobs, a former director who was then chair of our Compensation Committee, led a stockholder outreach effort seeking feedback on the executive compensation awards. In this round of engagement, we reached out to stockholders representing approximately 31.6% of our outstanding shares and spoke to stockholders representing approximately 28.6% of our outstanding shares. The feedback we received on our executive pay program was broadly favorable, reflecting the numerous changes made in previous years in direct response to stockholder comments. Noting no concerns that merited discussion, investors representing approximately 3.0% of our outstanding shares declined our invitation to participate in the Spring 2022 engagement effort.
- **Fall/Winter 2022:** In the Fall of 2022, we conducted a second round of engagement with stockholders representing approximately 21.5% of our outstanding shares in a series of meetings that focused on executive compensation as well as sustainability issues, including climate change and Citi's net zero plan and human capital management. In the area of human capital management, the topics included our racial equity audit, diverse representation in senior roles at Citi, talent development and succession planning and gender pay equity.

All the material features of our executive compensation program are designed to be aligned with stockholder interests and in most cases are directly responsive to stockholder feedback we have received during engagement as outlined above and in previous years, including the following:

- **Extensive disclosure of pay rationales.** Our extensive disclosure of individual named executive officer performance describes the rigorous process we use for determining compensation.
- **Equity-based compensation.** Seventy percent of the total CEO incentive opportunity is awarded as equity-based, deferred long-term incentive compensation.
- **Operational performance metrics.** Our PSU program includes two performance metrics – return on tangible common equity and tangible book value per share – that are operational metrics used by investors to assess our performance. We disclose the target goals for the metrics at the start of the performance period to enable stockholders to assess the rigor of our goals. Targets for 2022 PSU awards are described on page 88.
- **Rigorous targets.** Our PSU target goals generally require operational improvements for target payout.
- **Robust clawbacks.** Deferred incentive compensation is subject to broad clawbacks, as described on pages 94 to 96.
- **Peer group.** Our 13-firm compensation peer group is a reasonable representation of the market for executive talent in which we compete.
- **Limited cash bonuses.** 85% of incentive compensation for our CEO, and 60% for our other named executive officers is paid on a deferred basis.
- **Governance.** We have strong compensation governance practices, including a disciplined and systematic process for taking risk into account in compensation decisions. The Board of Directors reviews all stockholder proposals, including those related to executive compensation.

OUR SAY ON PAY RESULTS

While we strive to continuously improve our practices, we were pleased with the positive feedback from our stockholders and their endorsement of our executive compensation program, which resulted in an 80.6% favorable say on pay vote at our 2022 Annual Meeting.

OUR INDEPENDENT COMPENSATION CONSULTANT

FW Cook has been the Compensation Committee's independent advisor since 2012. FW Cook provides no services to us other than its services to the Board of Directors has no other ties to management that could jeopardize its fully independent status, and has strong internal governance policies that help ensure it maintains its independence. Representatives of FW Cook attended all Compensation Committee meetings during 2022, including executive sessions as requested, and engaged with Compensation Committee members between meetings. FW Cook advised the Compensation Committee regarding the compensation awarded to the CEO and other executive officers. FW Cook also provided extensive guidance and analysis regarding the Compensation Committee's and the Board of Director's responses to our advisory say on pay votes, offered market insights, and provided advice to the Compensation Committee on our executive compensation plan design and the presentation of our programs to stockholders through the investor outreach process described earlier as well as required SEC disclosures. FW Cook also provides advice to the Board of Directors on non-executive director compensation. Pursuant to SEC and NYSE rules, the Compensation Committee assessed the independence of FW Cook most recently in March 2022 and determined that FW Cook is independent from our management and that its work for the Compensation Committee has not raised any conflicts of interest.

TAX DEDUCTIBILITY OF INCENTIVE COMPENSATION

Section 162(m) of the Internal Revenue Code limits our ability to deduct compensation paid to our named executive officers for U.S. federal income tax purposes, generally to \$1 million per year. Further, once any of our employees is considered a "covered employee" under Section 162(m) of the Internal Revenue Code, that person will remain a "covered employee" so long as the person receives compensation from Citi.

The Compensation, Performance Management and Culture Committee Report

The Compensation Committee has evaluated the performance of and determined the compensation for the CEO, approved the compensation of executive officers, and approved the compensation structure for other members of senior management and other highly compensated employees. The Compensation Committee reviewed and discussed the foregoing Compensation Discussion and Analysis with members of senior management and, based on this review, the Compensation Committee recommended to the Board of Directors of Citigroup Inc. that the Compensation Discussion and Analysis be included in our Annual Report on Form 10-K and Proxy Statement on Schedule 14A filed with the SEC.

The Compensation, Performance Management and Culture Committee:

John C. Dugan (Chair)
Duncan P. Hennes
Peter B. Henry
Renée J. James
Gary M. Reiner
Diana L. Taylor
Casper W. von Koskull

Dated: March 10, 2023

2022 Summary Compensation Table and Compensation Information

2022 Summary Compensation Table

The following table shows the compensation for 2022 and applicable prior years for Citi's CEO, CFO, the three other most highly compensated executive officers as of December 31, 2022. These five individuals are referred to in this Proxy Statement as Citi's "named executive officers."

Name and Principal Position ⁽¹⁾	Year	Salary (\$)	Bonus ⁽²⁾ (\$)	Stock Awards ⁽³⁾ (\$)	Non-Equity Incentive Plan Compensation ⁽⁴⁾ (\$)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings ⁽⁵⁾ (\$)	All Other Compensation ⁽⁶⁾ (\$)	Total (\$)
Jane Fraser ⁽⁷⁾ CEO	2022	\$1,500,000	\$3,450,000	\$15,533,265	\$1,562,500	—	\$18,300	\$22,064,065
	2021	1,333,333	6,350,000	11,215,773	1,562,500	—	79,718	20,541,324
	2020	500,000	6,660,000	7,406,892	1,562,500	—	581,332	16,710,724
Mark Mason CFO	2022	\$1,000,000	\$5,216,000	\$7,201,834	\$1,608,239	\$1,792	\$18,300	\$15,046,165
	2021	750,000	4,644,000	7,106,691	844,167	1,167	17,400	13,363,425
	2020	500,000	4,220,000	6,236,418	1,189,719	1,387	17,100	12,164,624
Paco Ybarra ⁽⁸⁾ CEO, Institutional Clients Group	2022	\$7,963,258	—	\$6,608,123	\$4,334,073	—	\$21,611	\$18,927,065
	2021	8,973,981	—	4,809,382	\$4,684,706	—	23,466	18,491,535
	2020	8,355,669	—	5,514,311	\$3,816,983	\$63,074	23,290	17,773,327
Anand Selvakesari ⁽⁹⁾ CEO, Personal Banking and Wealth Management	2022	\$1,000,000	\$4,541,000	\$6,050,533	\$2,894,687	—	\$18,300	\$14,504,520
Peter Babej ⁽⁹⁾ CEO, APAC	2022	\$1,000,000	\$3,904,400	\$6,048,052	\$1,602,433	—	\$1,402,281	\$13,957,166
	2021	750,000	3,900,000	5,074,043	861,312	—	558,007	11,143,362

(1) The principal position for each named executive officer is the position he or she held on December 31, 2022.

(2) Amounts in this column show cash bonuses for service in the listed year. 15% of Ms. Fraser's total incentive compensation was paid in cash at the beginning of 2023. That portion was reduced from 30% for 2021. 35% of total incentive compensation was delivered in the form of deferred Citi common stock awards in 2022, an increase from 20% in 2021.

(3) In accordance with SEC rules, the amounts in this column for 2022 are the aggregate grant date fair values of Performance Share Units and Deferred Stock Awards awarded during 2022 under the 2019 Stock Incentive Plan, even where performance related to 2021. SEC rules require the presentation of equity awards granted during calendar year 2022, not equity awards made in respect of performance in 2022. The separate grant date value of each award shown in the Stock Award column is disclosed in the 2022 Grants of Plan-Based Awards Table on page 102. The aggregate grant date fair values of the awards shown in this column are computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 (ASC 718). The assumptions made, if any, when calculating the amounts in this column are found in Note 7 to the Consolidated Financial Statements of Citigroup Inc. and its subsidiaries, as filed with the SEC on Form 10-K for 2022. The amounts reported in the Summary Compensation Table for the Performance Share Units are the values at the grant date as determined in accordance with ASC 718, which take into account the probable outcome of the performance conditions. Consequently, these values differ from the nominal amounts of the awards made by the Compensation Committee, which are divided by the Citi common stock price as determined on the grant date to yield a target number of Performance Share Units. The values of the Performance Share Units at the 2022 grant date awarded for 2021 performance and shown in the 2022 Summary Compensation Table, assuming that the highest levels of performance conditions are achieved, are: Ms. Fraser, \$15,875,001; Mr. Mason, \$5,224,500; Mr. Selvakesari, \$4,389,300; and Mr. Babej, \$4,387,500.

(4) The amounts shown in this column represent the amount of the first tranche of each Transformation Bonus Award, Deferred Cash Award and notional interest considered earned by the Named Executive Officer in the applicable year, even though the awards were granted in prior years in respect of prior-year service. Deferred Cash Awards were granted to executives (1) who are not eligible for Performance Share Units, which were awarded only to the CEO and executives who report directly to her or (2) whose compensation is designed to comply with U.K. and E.U. regulatory guidance, such as Mr. Ybarra. Generally, these awards vest in equal portions over four years and are credited with notional interest at market rates, subject to regulatory requirements. In addition, Ms. Fraser and Mr. Selvakesari were granted special deferred incentive awards in 2019, which are included in the amount shown for them in this column. No notional interest is paid in connection with Ms. Fraser's or Mr. Selvakesari's special award. The table below shows the portion of the amount set forth in the column that represents each such component of compensation.

Name	Deferred Cash Award	Notional Interest	Transformation Bonus Award
Jane Fraser	\$1,562,500	—	—
Mark Mason	\$414,375	\$18,864	\$1,175,000
Paco Ybarra	\$4,319,485	\$14,588	—
Anand Selvakesari	\$1,672,785	\$46,902	\$1,175,000
Peter Babej	\$408,750	\$18,683	\$1,175,000

Mr. Ybarra's Transformation Bonus Program award is not reflected in the Summary Compensation Table for 2022 because it is paid entirely as a deferred stock award granted in 2023. Mr. Ybarra's Deferred Cash Awards are denominated in British pounds because they relate to his service in London. They are shown as converted from British pounds to U.S. dollars at the December 31, 2022, conversion rate used to prepare Citi's financial statements (1 British pound = 1.2029 U.S. dollars). Our Transformation Bonus Program awards are described in more detail on pages 90 to 92.

(5) These amounts represent the increases in the present value of pension benefits for Messrs. Mason and Ybarra, as more fully described in the 2022 Pension Benefits Table. The value of Mr. Ybarra's benefit under the Citibank HOG Plan decreased by (\$71,774). The decreases in value of Mr. Ybarra's pension benefits were primarily attributable to increases in the discount rate assumptions applicable to the plan. The amount of each named executive officer's above-market or preferential earnings on compensation that was deferred on a basis that was not tax-qualified was \$0.

(6) Set forth below is a breakdown of All Other Compensation for 2022 (including personal benefits):

Name	401(k) Plan Matching Contribution/DC Plan (\$)	Reimbursement Costs (\$)	Tax	Temporary Home Leave (\$)	Housing/ Cost of Living Allowance (\$)	Relocation Expenses (\$)	Total (\$)
Jane Fraser	\$18,300	—	—	—	—	—	\$18,300
Mark Mason	\$18,300	—	—	—	—	—	\$18,300
Paco Ybarra	\$21,611	—	—	—	—	—	\$21,611
Anand Selvakesari	\$18,300	—	—	—	—	—	\$18,300
Peter Babej	\$18,300	\$1,102,825	—	\$10,056	\$271,012	\$88	\$1,402,281

Except for Mr. Ybarra, the named executive officers received 401(k) plan matching contributions pursuant to the formula applicable to all eligible U.S. employees. The amount in the table for Mr. Ybarra is a taxable cash payment in lieu of an employer contribution to a broad-based retirement plan and is determined according to a generally applicable formula. The amounts shown are converted from British pounds to U.S. dollars at the December 31, 2022, conversion rate used to prepare Citi's financial statements (1 British pound = 1.2029 U.S. dollars). Mr. Babej received the benefits set forth in the table above under generally applicable policies.

(7) Ms. Fraser became Citi's CEO on February 26, 2021. Prior to that date, she was Citi's President and CEO-Global Consumer Banking.

(8) The Salary column for Mr. Ybarra shows base salary plus a fixed role-based allowance delivered in cash. Role-based allowances within the U.K. are awarded based on certain guidelines related to the significance of the role. Mr. Ybarra's base salary and role-based allowance are paid in British pounds, and the total is shown as converted from British pounds to U.S. dollars at an average 2022 conversion rate (1 British pound = 1.22511667 U.S. dollars). Mr. Ybarra's entire annual incentive award is deferred, consistent with Citi's overall approach to compliance with U.K. and E.U. regulatory guidance.

(9) 2020 compensation amounts for Messrs. Selvakesari and Babej and 2021 amounts for Mr. Selvakesari are not required to be disclosed because they were not named executive officers for those years.

2022 Grants of Plan-Based Awards

The table below provides information regarding awards granted by the Compensation Committee to the named executive officers in 2022.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			Grant Date Fair Value of Stock and Option Awards ⁽¹⁾ (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)	
Jane Fraser	2/10/2022	—	—	—	—	63,628 ⁽²⁾	63,628	\$4,233,333
	2/10/2022	—	—	—	—	159,071 ⁽³⁾	238,606	11,299,932
Mark Mason	2/10/2022	—	—	—	—	52,350 ⁽²⁾	52,350	3,483,000
	2/10/2022	—	—	—	—	52,350 ⁽³⁾	78,525	3,718,834
Paco Ybarra	2/10/2022	—	—	—	—	108,458 ⁽²⁾	108,458	6,608,123
	2/10/2022	—	\$5,006,063 ⁽⁴⁾	\$5,006,063	—	—	—	—
Anand Selvakesari	2/10/2022	—	—	—	—	43,981 ⁽²⁾	43,981	2,926,200
	2/10/2022	—	—	—	—	43,981 ⁽³⁾	65,971	3,124,333
Peter Babej	2/10/2022	—	—	—	—	43,963 ⁽²⁾	43,963	2,925,000
	2/10/2022	—	—	—	—	43,963 ⁽³⁾	65,944	3,123,052

(1) The assumptions used in determining grant date fair value are the same as those set forth in footnote 3 to the 2022 Summary Compensation Table. These amounts do not necessarily represent the actual value that may be realized by the named executive officer. The amounts reported in the 2022 Grants of Plan-Based Awards Table for the Performance Share Units are the values at the grant date under applicable accounting principles, which take into account the probable outcome of the performance conditions. Consequently, these values differ from the nominal amount of the awards made by the Compensation Committee, which is divided by the Citi common stock price as determined on the grant date to yield a target number of Performance Share Units.

(2) These Deferred Stock Awards were granted under the 2019 Stock Incentive Plan for performance in 2021. More detailed information about the terms of these awards appears on page 89.

(3) These awards are Performance Share Units for performance in 2021. More detailed information about the terms of these awards appears on page 88, except that the performance metrics for these awards are as follows:

Average RoTCE 2022-2024	Percentage of Target PSUs Earned	Cumulative TBVPS 2022-2024	Percentage of Target PSUs Earned
Less than 5.0%	0%	Less than \$225.00	0%
5% to less than 10%	From 0% to 150%, depending on performance relative to peers	\$225.00	50%
10% to less than 11%	Greater of (i) interpolation from 100% to 150% and (ii) earned percentage based on performance relative to peers	\$255.00 to \$265.00	100%
11% or more	150%	\$275.00 or more	150%

(4) Granted for performance in 2021 in lieu of Performance Share Units to comply with U.K. and E.U. regulatory guidance. The amounts shown are converted from British pounds to U.S. dollars at the December 31, 2022, conversion rate used to prepare Citi's financial statements (1 British pound = 1.2029 U.S. dollars). These deferred cash awards vest in substantially equal annual portions over a five-year period, each installment of which is subject to a six-month holdback after the vesting date.

Outstanding Equity Awards at December 31, 2022

The market values below were computed using the closing price of Citi common stock on December 31, 2022, which was \$45.23.

Name	Grant Date	Stock Awards		
		Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested (#)
Jane Fraser	2/14/2019	10,512 ⁽¹⁾	\$475,458	—
	11/25/2019	—	—	21,006 ⁽²⁾
	2/13/2020	—	—	22,810 ⁽³⁾
	2/13/2020 ⁽⁴⁾	—	—	—
	2/11/2021	—	—	59,392 ⁽⁵⁾
	2/11/2021	—	—	79,190 ⁽⁶⁾
	2/10/2022	—	—	63,628 ⁽⁷⁾
	2/10/2022	—	—	159,071 ⁽⁸⁾
Mark Mason	2/14/2019	6,637 ⁽¹⁾	\$300,192	—
	2/13/2020	—	—	19,205 ⁽³⁾
	2/13/2020 ⁽⁴⁾	—	—	—
	2/11/2021	—	—	37,633 ⁽⁵⁾
	2/11/2021	—	—	50,177 ⁽⁶⁾
	2/10/2022	—	—	52,350 ⁽⁷⁾
	2/10/2022	—	—	52,350 ⁽⁸⁾
Paco Ybarra	2/15/2018	14,546 ⁽⁹⁾	\$657,916	
	2/14/2019	—	—	31,890 ⁽¹⁰⁾
	2/13/2020	—	—	45,179 ⁽¹¹⁾
	2/11/2021	—	—	66,916 ⁽¹²⁾
	2/10/2022	—	—	108,458 ⁽¹³⁾
				4,905,555
Anand Selvakesari	2/14/2019	3,775 ⁽¹⁾	\$170,743	—
	10/24/2019	—	—	8,626 ⁽¹⁴⁾
	2/13/2020	—	—	9,320 ⁽³⁾
	2/11/2021	—	—	21,103 ⁽⁵⁾
	2/10/2022	—	—	43,981 ⁽⁷⁾
	2/10/2022	—	—	43,981 ⁽⁸⁾
Peter Babej	2/14/2019	6,547 ⁽¹⁾	\$296,121	—
	2/13/2020	—	—	10,794 ⁽³⁾
	2/13/2020 ⁽⁴⁾	—	—	—
	2/11/2021	—	—	26,869 ⁽⁵⁾
	2/11/2021	—	—	35,825 ⁽⁶⁾
	2/10/2022	—	—	43,963 ⁽⁷⁾
	2/10/2022	—	—	43,963 ⁽⁸⁾

(1) This Deferred Stock Award vested in four equal annual installments beginning on January 20, 2020.

(2) This Deferred Stock Award vests in four equal annual installments beginning on November 20, 2020.

(3) This Deferred Stock Award vests in four equal annual installments beginning on January 20, 2021.

(4) These are the PSUs awarded in 2020 and discussed on page 89. This PSU award vests in three equal annual installments beginning on January 20, 2021, subject to performance conditions based on return on tangible common equity and cumulative earnings per share. The value of earned PSUs is delivered in full after the end of the three-year performance period. Based on attainment of the performance metric of the award, zero percent of the target number of units was delivered to each executive. The performance period for the award ended on December 31, 2022. The table presents the award values at December 31, 2022 and realized values of the awards.

(5) This Deferred Stock Award vests in four equal annual installments beginning on January 20, 2022.

(6) This Performance Share Unit award vests in three equal annual installments beginning on January 20, 2022, subject to performance conditions based on return on tangible common equity and tangible book value per share. The value of earned PSUs is delivered in full after the end of the three-year performance period. The table includes the entire value of PSUs assuming that 100% of target for both performance metrics is achieved and the Citi common stock price at December 31, 2022, remains unchanged through the end of the performance period in 2023.

(7) This Deferred Stock Award vests in four equal annual installments beginning on January 20, 2023.

(8) This PSU award vests in three equal annual installments beginning on January 20, 2023, subject to performance conditions based on return on tangible common equity and tangible book value per share. The value of earned PSUs is delivered in full after the end of the three-year performance period. The table includes the entire value of PSUs assuming that 100% of target for both performance metrics is achieved and the Citi common stock price at December 31, 2022, remains unchanged through the end of the performance period in 2024.

(9) This Deferred Stock Award vests in five equal annual installments beginning on February 20, 2019, subject to a six-month holdback period after each vesting date.

(10) This Deferred Stock Award vests in five equal annual installments beginning on February 20, 2020, subject to a six-month holdback period after each vesting date.

(11) This Deferred Stock Award vests in five equal annual installments beginning on February 20, 2021, subject to a six-month holdback period after each vesting date.

(12) This Deferred Stock Award vests in five equal annual installments beginning on February 20, 2022, subject to a six-month holdback period after each vesting date.

(13) This Deferred Stock Award vests in five equal annual installments beginning on February 20, 2023, subject to a six-month holdback period after each vesting date.

(14) This Deferred Stock Award vests in four equal annual installments beginning on October 20, 2020.

Stock Vested in 2022

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Jane Fraser	107,783	\$6,563,340
Mark Mason	33,923	2,179,227
Paco Ybarra	77,114	4,946,152
Anand Selvakesari	25,893	1,483,117
Peter Babej	26,342	1,692,210

(1) The values in the Stock Awards columns reflect, for each named executive officer, the number of shares underlying Deferred Stock Awards and earned Performance Share Units that were settled in 2022, and the cash and value of shares delivered in settlement thereof.

2022 Pension Benefits

Name	Plan Name	Number of Years Credited to Service (#)	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$)
Jane Fraser	N/A	N/A	N/A	N/A
Mark Mason	The Citigroup Pension Plan	6.0	\$50,713	—
Paco Ybarra	The Retirement Plan for Specified Non-United States International Staff of Citibank, N.A. and Participating Companies (International Staff Plan)	13.8	\$385,501	—
Peter Babej	N/A	N/A	N/A	N/A
Anand Selvakesari	N/A	N/A	N/A	N/A

(1) The mortality table, plan discount rate, interest crediting rate, and payment form assumptions used in determining the present value of The Citigroup Pension Plan, International Staff Plan, and Pay Cap Plan benefits are the same as the year-end 2022 assumptions used to prepare Note 8 to the Consolidated Financial Statements of Citigroup Inc. and its subsidiaries, as filed with the SEC on Form 10-K for 2022. Benefits in the 2022 Pension Benefits Table have been calculated using a normal retirement age of 65, as defined in the plans.

Citi's policy is that executives should accrue retirement benefits on the same basis generally available to Citi employees under Citi's broad-based, tax-qualified retirement plans. Citi has not granted extra years of credited service under any retirement plan to any of the named executive officers. Ms. Fraser and Messrs. Selvakesari and Babej have never been eligible to participate in a defined benefit pension plan under the terms of Citi's broad-based retirement programs in effect in their employment countries; they have participated only in defined contribution retirement plans since the commencement of their employment at Citi.

The following describes the pension plans listed in the 2022 Pension Benefits Table.

The Citigroup Pension Plan. The purpose of this broad-based, tax-qualified retirement plan is to provide retirement income on a tax-deferred basis to all eligible U.S. employees. Effective December 31, 2006, The Citigroup Pension Plan was closed to new members and generally ceased benefit accruals effective December 31, 2007. Mr. Mason is eligible for benefits under this plan. Their entire benefits are cash balance benefits.

The Citigroup Pension Plan cash balance benefit is expressed as a hypothetical account balance. Prior to January 1, 2008, the plan generally provided for the annual accrual of benefit credits for most of the covered population, including the covered named executive officers, at a rate between 1.5% and 6% of eligible compensation; the benefit credit rate increased with age and service. Eligible compensation generally included base salary and incentive awards, but excluded compensation payable after termination of employment, certain non-recurring payments, and other benefits. Annual eligible compensation was limited by the Internal Revenue Code to \$225,000 for 2007 (the final year of cash balance benefit accrual). Interest credits continue to be applied annually to each participant's account balance; these credits are based on the yield on 30-year Treasury bonds (as published by the Internal Revenue Service).

Benefits under The Citigroup Pension Plan are payable in annuity form or in other optional forms, including a lump sum, upon termination of employment. The Citigroup Pension Plan's normal retirement age is 65. The portion of an eligible participant's benefit determined under the Citibank Retirement Plan formula may be paid upon early retirement, which is defined for this purpose as the first day of the month after the later of the participant's 55th birthday or the date on which the participant completes a year of service (as defined in the plan).

The Retirement Plan for Specified Non-United States International Staff of Citibank, N.A. and Participating Companies (International Staff Plan). The International Staff Plan is an unfunded, nonqualified deferred compensation plan that was offered to a select group of management or highly compensated employees. The International Staff Plan provided a retirement benefit to internationally mobile staff participating in the Citi Expatriate Program who, due to their mobile status, were ineligible for any other Citi defined benefit retirement plan. Benefits mirrored the Citibank Retirement Plan and, after 1999, The Citigroup Pension Plan. The International Staff Plan closed to new members and generally ceased benefit accruals effective December 31, 2007, like The Citigroup Pension Plan.

Mr. Ybarra accrued benefits under the International Staff Plan from 1994 through 2007. From 1994 through 1999, Mr. Ybarra accrued an International Staff Plan benefit determined using the Citibank Retirement Plan formula described above, and from 2000 through 2007, Mr. Ybarra accrued an International Staff Plan benefit determined using The Citigroup Pension Plan cash balance benefit formula previously described. Limits on eligible compensation and benefits imposed by the Internal Revenue Code on tax-qualified retirement plans generally did not apply to International Staff Plan benefit accruals because the International Staff Plan is nonqualified; however, the International Staff Plan was amended over time to include certain limits. Effective January 1, 2000, eligible compensation under the International Staff Plan was limited to \$500,000, and effective January 1, 2002, the limit on eligible compensation imposed by the Internal Revenue Code applied to International Staff Plan benefit accruals.

Mr. Ybarra is eligible for early retirement under the Citibank Retirement Plan formula, meaning that he is eligible for a benefit, actuarially reduced for early commencement, under the International Staff Plan commencing upon his termination of employment. He is eligible for an unreduced benefit commencing immediately if he terminates employment after attaining age 60, or, if he terminates employment before age 60, he is eligible for an unreduced benefit commencing at age 65. The International Staff Plan offered lump sum and life annuity distribution options to participants.

Payments upon Termination or Change of Control

General Policies. Citi does not provide guaranteed executive severance or change of control agreements.

Potential Payments Table. Set forth below is a table showing the estimated value of outstanding awards that would have been delivered over time to each named executive officer employed by Citi on December 31, 2022, had the applicable employment termination or other event occurred on December 31, 2022 and assuming that all award vesting and performance conditions are satisfied. Unless the awards are forfeited, the awards shown in the Potential Payments Table vest on schedule following termination of employment and do not accelerate by their terms except in the case of death. The closing price of Citi's common stock on December 31, 2022 (\$45.23) was used in developing the estimates shown in the Potential Payments Table.

Name	Change of Control of Citigroup	Termination for Gross Misconduct	Involuntary Termination not for Gross Misconduct	Voluntary Resignation or Retirement	Disability or Death
Jane Fraser					
Deferred Stock Awards	—	—	\$7,071,348	\$7,071,348	\$7,071,348
Performance Share Units ⁽¹⁾	—	—	\$10,776,545	\$10,776,545	\$10,776,545
Deferred Cash Awards	—	—	—	—	—
Mark Mason					
Deferred Stock Awards	—	—	\$5,238,766	\$5,238,766	\$5,238,766
Performance Share Units ⁽¹⁾	—	—	\$4,637,297	\$4,637,297	\$4,637,297
Deferred Cash Awards	—	—	\$477,161	\$477,161	\$477,161
Paco Ybarra					
Deferred Stock Awards	—	—	\$12,075,913	\$12,075,913	\$12,075,913
Performance Share Units	—	—	—	—	—
Deferred Cash Awards ⁽²⁾	—	—	\$13,446,837	\$13,446,837	\$13,446,837
Anand Selvakesari					
Deferred Stock Awards	—	—	\$3,926,191	\$3,536,037	\$3,926,191
Performance Share Units ⁽¹⁾	—	—	\$1,989,261	\$1,989,261	\$1,989,261
Deferred Cash Awards ⁽³⁾	—	—	\$2,416,498	\$2,416,498	\$2,416,498
Peter Babej					
Deferred Stock Awards	—	—	\$3,988,065	\$3,988,065	\$3,988,065
Performance Share Units ⁽¹⁾	—	—	\$3,608,811	\$3,608,811	\$3,608,811
Deferred Cash Awards	—	—	\$470,684	\$470,684	\$470,684

(1) The Potential Payments Table includes (a) the value of the Performance Share Units granted in February 2020 assuming that the Citi common stock price at December 31, 2022 remained unchanged through the final vesting date; and (b) the value of the Performance Share Units granted in February 2021 and February 2022 assuming that Performance Share Units are earned at 100% of target levels and that the Citi common stock price at December 31, 2022 remains unchanged through the final vesting date.

(2) Mr. Ybarra's Deferred Cash Awards are denominated in British pounds because they were awarded for years in which he was employed in London. The amounts presented above for Mr. Ybarra are shown as converted from British pounds to U.S. dollars at the December 31, 2022 conversion rate used to prepare Citi's financial statements (1 British pound = 1.2029 U.S. dollars).

(3) Mr. Selvakesari's Deferred Cash Awards are denominated in Singapore dollars because they were awarded for years in which he was employed in Singapore. The amounts presented above for Mr. Selvakesari are shown as converted from Singapore dollars to U.S. dollars at the December 31, 2022 conversion rate used to prepare Citi's financial statements (1 Singapore dollar = 0.74493445 U.S. dollars).

Pay Versus Performance

Year	Summary Compensation Table Total ⁽¹⁾		Compensation Actually Paid ⁽²⁾		Average Summary Compensation Table Total for Non-CEO NEOs ⁽³⁾	Average Compensation Actually Paid to Non-CEO NEOs ⁽⁴⁾	Value of Initial Fixed \$100 Investment on 12/31/19 as of last day of each year indicated:					
							S&P Financial					
	Jane Fraser	Mike Corbat	Jane Fraser	Mike Corbat			Citi Total Shareholder Return	Index Total Shareholder Return	Net Income (\$B)	RoTCE		
(a)	(b)	(b)	(c)	(c)	(d)	(e)	(f)	(g)	(h)	(i)		
2022	\$22,064,065	N/A	\$15,950,982	N/A	\$15,608,729	\$14,236,325	\$63.22	\$118.77	14.8	8.9%		
2021	\$20,541,324	\$14,054,614	\$22,536,411	\$19,942,191	\$13,359,184	\$13,181,334	\$81.16	\$132.75	22.0	13.4%		
2020	N/A	\$22,984,090	N/A	\$2,054,816	\$14,006,358	\$10,647,262	\$80.36	\$98.31	11.0	6.6%		

(1) Values shown are for Ms. Fraser as Citi CEO from February 26, 2021 and for Mr. Corbat as Citi CEO through February 25, 2021.

(2) The amounts shown in these columns reflect required adjustments to amounts reported in the Summary Compensation Table on page 100 for the three years presented. The table below summarizes compensation values presented in the Summary Compensation Table and the adjusted values required to reconcile these values to those presented in these columns. The values shown for Ms. Fraser and Mr. Corbat were determined by the following adjustments:

	Jane Fraser 2022	Jane Fraser 2021	Mike Corbat 2021	Mike Corbat 2020
Total Compensation as reported in Summary Compensation Table (SCT)	\$22,064,065	\$20,541,324	\$14,054,614	\$22,984,090
Pension values reported in SCT	\$—	\$—	\$(6,633)	\$(3,914)
Fair value of equity awards granted during fiscal year	\$(15,533,265)	\$(11,215,773)	\$(13,780,581)	\$(16,202,576)
Pension value attributable to current year's service and any change in pension value attributable to plan amendments made in the current year	\$—	\$—	\$—	\$—
Fair value of equity compensation granted in current year—value at end of year-end	\$11,957,810	\$11,522,259	\$14,157,154	\$9,472,389
Change in fair value for end of prior fiscal year to vesting date for awards made in prior fiscal years that vested during current fiscal year	\$(325,570)	\$49,438	\$(153,242)	\$17,397
Change in fair value from end of prior fiscal year to end of current fiscal year for awards made in prior fiscal years that were unvested at end of current fiscal year	\$(2,212,058)	\$1,639,163	\$5,670,880	\$(18,322,202)
Dividends or other earnings paid on stock or option awards in the covered fiscal year prior to the vesting date that are not otherwise included in the total compensation for the covered fiscal year	\$—	\$—	\$—	\$—
Fair value of awards forfeited in current fiscal year determined at end of prior fiscal year	\$—	\$—	\$—	\$—
Compensation Actually Paid to CEO	\$15,950,982	\$22,536,411	\$19,942,191	\$(2,054,816)

(3) 2022 compensation amounts include compensation reported for Messrs. Mason, Ybarra, Selvakesari, and Babej; 2021 compensation amounts include compensation reported for Messrs. Mason, Ybarra, Torres Cantu, and Babej; and 2020 compensation amounts include compensation reported for Ms. Fraser and Messrs. Mason, Ybarra, and Whitaker.

(4) The amounts shown in this column reflect required adjustments to amounts reported in the Summary Compensation Table on page 100 for the three years presented. The table below summarizes compensation values presented in the Summary Compensation Table and the adjusted values required to reconcile these values to those presented in this column. The amounts shown for each year represent an average of all non-CEO named executive officers. The values shown for non-CEO named executive officers were determined by the following adjustments:

	NEO Averages		
	2022	2021	2020
Total Compensation as reported in Summary Compensation Table (SCT)	\$15,608,729	\$13,359,184	\$14,006,358
Pension values reported in SCT	\$(448)	\$(292)	\$(16,115)
Fair value of equity awards granted during fiscal year	\$(6,477,136)	\$(5,531,828)	\$(5,514,834)
Pension value attributable to current year's service and any change in pension value attributable to plan amendments made in the current year	\$—	\$—	\$—
Fair value of equity compensation granted in current year—value at end of year-end	\$5,688,773	\$5,650,137	\$4,098,053
Change in fair value for end of prior fiscal year to vesting date for awards made in prior fiscal years that vested during current fiscal year	\$(36,771)	\$—	\$(137,636)
Change in fair value from end of prior fiscal year to end of current fiscal year for awards made in prior fiscal years that were unvested at end of current fiscal year	\$(546,822)	\$(295,868)	\$(1,788,563)
Dividends or other earnings paid on stock or option awards in the covered fiscal year prior to the vesting date that are not otherwise included in the total compensation for the covered fiscal year	\$—	\$—	\$—
Fair value of awards forfeited in current fiscal year determined at end of prior fiscal year	\$—	\$—	\$—
Compensation Actually Paid to NEO	\$14,236,325	\$13,181,334	\$10,647,262

The amounts set forth in the Table above illustrate the relationships, for the years indicated, between (1) the compensation actually paid to our CEO and other named executive officers and (2) our total shareholder return, Net Income and RoTCE. The relationships evidence the adherence of our compensation decisions to the principles set forth in our compensation philosophy, described on page 74.

Specifically:

- For each year included in the table above, substantially more than half of the compensation of our CEO and other named executive officers was delivered in the form of shares of Citi common stock or promises linked to the value of such shares.
- The compensation actually paid, as defined by the SEC's disclosure rules, to our CEO and to each of our other named executive officers individually for each year included in the table above is linked to changes in our Net Income and RoTCE by virtue of the relationship between those financial measures and the value of shares of Citi common stock. In addition, as discussed on pages 81 to 86, Citi Income From Continuing Operations Before Taxes, which is related to Net Income, and Citi RoTCE, are taken into account in our performance assessments that directly impact total compensation for our CEO and other named executive officers. Changes in the average compensation actually paid for other named executive officers is impacted by the composition of the other named executive officer group and the historical components of their compensation packages.

The following is a tabular list of the financial performance measures that the Company has determined represent the most important financial performance measures used to link compensation actually paid for 2022 to Citi's performance:

- RoTCE
- Tangible Book Value per Share
- Net Income

RoTCE and Tangible Book Value per Share are the financial metrics that comprise the performance-based vesting conditions for our PSUs, as described on pages 88 to 89. Net Income affects RoTCE and is taken into account as an important factor in our performance assessments, as described above.

Additional Compensation Disclosures

Our Annual Management Analysis of Potential Adverse Effects of Compensation Plans

Citi has adopted multiple coordinated strategies to manage the risk of material adverse effects to the franchise through the design and administration of its incentive compensation programs, including those applicable to the named executive officers. Those strategies, including regular analyses and reviews by Citi's Chief Risk Officer and Chief Compliance Officer, are detailed on pages 76 to 77 and 95. On the basis of the foregoing analysis, management has concluded that Citi's compensation plans are not reasonably likely to have a material adverse effect on Citi.

CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, we are providing the following information about the relationship of the annual total compensation of our employees to the annual total compensation of our CEO. The pay ratio included in this information is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K.

- For 2022, the median annual total compensation of all employees of our company (other than the CEO) was \$61,903, and the annual total compensation of our CEO was \$22,076,861.⁽¹⁾
- Based on this information, for 2022, the ratio of the annual total compensation of our CEO to the median annual total compensation of all employees was estimated to be 357 to 1.

(1) *This number is the sum of the 2022 total compensation reported in the 2022 Summary Compensation Table and the value of employer contributions to broad-based employee benefit plans not already included in the Summary Compensation Table.*

The following summarizes how we calculated our CEO pay:

- The "median annual total compensation of all employees" is the annual total compensation of a single employee who is at the midpoint of employees ranked in order of compensation amounts. When determining our midpoint, we considered compensation of approximately 210,000 Citi employees (other than the CEO) who were employed by Citi on December 31, 2020, in about 100 countries. We did not exclude any countries and we did not make any adjustments for the cost of living. We applied the data used to determine the 2020 median in the calculation of the 2022 ratio because management believes that there has been no change in the employee population or employee compensation arrangements that would significantly impact Citi's CEO pay ratio disclosure.
- SEC regulations allow employers to identify the midpoint based on a "consistently applied compensation measure" (CACM). We used 2020 base pay and cash payments under our incentive compensation plans as our CACM to determine the midpoint of our employee population. We chose this CACM because these two pay elements were consistently available across all countries in which we have employees.
 - Where full year information from our formulaic incentive compensation plans was not available, we estimated such amounts using third quarter payments as a proxy for fourth quarter payments.
 - Compensation paid in foreign currency was converted to U.S. dollars using a monthly average.
 - We did not consider discretionary cash incentives, equity awards, or deferred cash awards as part of the analysis because all employees eligible for discretionary incentives, equity awards, or deferred cash awards are paid well above our midpoint, and therefore, including or excluding such compensation would not affect our midpoint.
- We then calculated the 2022 "annual total compensation" for a group of representative employees with compensation at or very near our 2020 midpoint (our "midpoint group"). We used the 2022 annual total compensation of the employee with 2020 annual total compensation at approximately the median of our midpoint group to determine our CEO pay ratio.

- In determining the “annual total compensation” for each employee in our midpoint group, we followed the methodology required under SEC regulations for calculating the total compensation of our named executive officers as reported in the Summary Compensation Table and added the value of employer contributions to broad-based employee benefit plans not already included in the Summary Compensation Table.
- The SEC rules for identifying the median-paid employee and calculating the CEO pay ratio allow companies to apply various methodologies and assumptions and, as a result, the CEO pay ratio reported by Citi may not be comparable to the CEO pay ratio reported by other companies.

Proposal 4: Approval of Additional Shares for the Citigroup 2019 Stock Incentive Plan

On the recommendation of the Compensation Committee, the Board of Directors has approved an amendment to the Citigroup 2019 Stock Incentive Plan (the 2019 Plan). The amendment would increase the authorized number of shares available for grant by 28 million. The discussion and description of the 2019 Plan, as amended, that follows is qualified in its entirety by the text of the 2019 Plan that is included as Annex B.

Board Recommendation

The Board recommends that you vote **FOR** approval of the amendment to the Citigroup 2019 Stock Incentive Plan increasing the number of shares, as described in Proposal 4.



Executive Summary

- 28 million shares are requested.
- No other changes are being proposed for approval for the 2019 Plan, and no changes have been made to the 2019 Plan since the last approval by shareholders at our 2022 Annual Meeting.
- As of February 28, 2023:
 - 13.9 million shares are reserved for issuance and available for grant under the 2019 Plan
 - No shares are reserved for issuance and available under any other plan
 - 60.9 million shares are subject to outstanding Deferral Awards under the 2019 Plan and its predecessor plans
 - 1,946.5 million total shares of Citi common stock were outstanding.
- In 2023, we granted Deferral Awards related to 34.3 million shares in respect of 2022 service, compared to Deferral Awards related to 23.3 million shares in respect of 2021 service.
- We have strong equity award practices, including a minimum one-year vesting requirement applicable to at least 95% of the shares granted under the 2019 Plan, stringent change of control provisions, and an annual limit on the number of shares and SARs that may be granted to employees. The 2019 Plan has a fixed number of shares available for grant and limits on dividends and dividend equivalent payments.

Our Recent Share Requests

At the 2019 Annual Meeting, stockholders approved the 2019 Plan, including an initial share authorization of 30 million shares. The initial authorization was estimated to be approximately equal to the shares that would no longer be available for grant upon the expiration of the 2014 Stock Incentive Plan (the 2014 Plan); no additional shares were requested at our 2019 Annual Meeting. The initial share authorization under the 2019 Plan was intended to support grant activity for at least one year. At the 2020 Annual Meeting, we requested and received approval for an additional 15 million shares; at the 2021 Annual Meeting we requested and received approval for an additional 20 million shares; and at the 2022 Annual Meeting we requested and received approval for an additional 36 million shares. In each case, the request was intended to support grant activity for one year. Beginning with incentive compensation for services rendered in 2021, 100% of deferrals for all employees eligible for annual discretionary bonuses were indexed to and paid in Citi stock, where local regulations permit. Previously, some incentive compensation was paid in deferred cash with interest. Our current share request is consistent with our approach on share authorizations, which is to request increases as often as annually but only as needed to support grant activities for at least one year.

Our Equity Award Practices Are Aligned with Stockholder Interests

- **Equity compensation aligns employee and stockholder interests.** Citi's equity awards are a key component of annual incentive awards for thousands of employees worldwide, thereby aligning the interests of stockholders and a broader group of Citi employees (not just senior executives). In 2023, approximately 12,059 employees in 61 countries received equity awards under the 2019 Plan as part of our annual bonus program.
- **Citi has prudent equity award practices.**
 - **All deferred equity awards have cancellation and clawback provisions.** Citi's equity awards are subject to cancellation and clawback provisions covering a range of circumstances, as set forth on page 95. In 2022, we added a "material adverse outcome" cancellation and clawback provision for our equity awards.
 - **Stock ownership requirements.** Executive officers are generally required to hold at least 75% of the net after-tax shares acquired through Citi's incentive compensation programs as long as they are executive officers and are required to retain at least 50% of the shares subject to the stock ownership commitment for one year after ceasing to be an executive officer, as a result of leaving Citi employment or otherwise.
 - **Share buybacks offset dilution from equity compensation programs.** During 2022, we returned nearly \$3.3 billion in capital to our shareholders through share repurchases.
- **Equity compensation helps Citi to comply with its regulatory obligations.** Regulatory guidance in the U.S. and in other countries in which Citi does business provides that a substantial portion of variable compensation awarded to senior executives and other employees whose actions have a material impact on the risk exposure of Citi should be awarded in shares.

Overhang Table

"Overhang" refers to the potential stockholder dilution represented by outstanding employee equity awards and shares available for future grants.

	December 31, 2022	Record Date (February 27, 2023)	April 25, 2023 (estimated)
Simple overhang ⁽¹⁾	4.67%	3.85%	5.28%
Fully diluted overhang ⁽²⁾	4.46%	3.70%	5.02%

- (1) Simple overhang is the sum of outstanding equity awards and shares available for grant stated as a percentage of common shares outstanding.
- (2) Fully diluted overhang is the sum of outstanding equity awards and shares available for grant stated as a percentage of fully diluted common shares (i.e., common shares outstanding plus outstanding equity awards and shares available for grant under the stock incentive plans).

Run Rate Table

Our run rate is the number of shares subject to equity awards granted during a year stated as a percentage of common shares outstanding for such year, based on annual grant data and the basic weighted average number of common shares outstanding as reported in Citigroup's Annual Report on Form 10-K for such year.

	2020	2021	2022	Three-year average
Run rates for 12-month periods ending December 31	0.59%	0.86%	1.32%	0.92%

Mitigating Dilution Through Return of Capital

Our burn rate and overhang shown in the preceding Overhang Table and Run Rate Table reflect that our strong history of buying back shares lowers our shares outstanding and consequently increases the burn rate and overhang.

The following table illustrates how share repurchases have offset increases in our Common Stock outstanding attributable to the use of equity awards in our compensation programs:

	2020	2021	2022	Total/Average ⁽¹⁾
(a) Equity-based awards granted ⁽²⁾	12,361,412	17,535,978	25,729,643	18,542,344
(b) Shares repurchased ⁽³⁾	(40,740,122)	(105,498,201)	(55,576,037)	(67,271,453)
(c) Common Stock outstanding	2,082,089,209	1,984,355,194	1,936,986,425	—
(d) Common Stock outstanding (adjusted for cumulative repurchases since 2010) ⁽⁴⁾	3,151,908,331	3,159,672,517	3,167,879,785	—
(e) Unadjusted burn rate (a/c) ⁽⁵⁾	0.6%	0.9%	1.3%	0.9% ⁽⁶⁾
(f) Burn rate adjusted for share repurchases (a/d) ⁽⁵⁾	0.4%	0.6%	0.8%	0.6% ⁽⁶⁾

(1) Average of the underlying figures.

(2) Reflects the gross number of shares underlying equity-based awards granted during the applicable year. For more information on our share repurchase program and our 2022 equity-based awards, see Note 7 to our consolidated financial statements included in Part II, Item 8 of our 2022 Annual Report on Form 10-K.

(3) Repurchases are subject to the approval of the Federal Reserve Board in the U.S. and past levels of repurchases do not guarantee any particular rate of repurchase in the future.

(4) We repurchased approximately 1,230.9 million shares of Common Stock from the beginning of 2010 through December 31, 2022.

(5) Not adjusted for any future forfeitures or cancellation of awards to satisfy tax withholding requirements, which would further reduce the burn rate if taken into account. During 2020-2022, approximately 40% of share-based awards were canceled or remitted at delivery to satisfy tax withholding requirements.

(6) Average of underlying burn rates.



* Not adjusted for any future forfeitures or cancellation of awards to satisfy tax withholding requirements, which would further reduce the burn rate if taken into account. During 2020-2022, approximately 40% of share-based awards were canceled or remitted at delivery to satisfy tax withholding requirements.

Our Plan Terms Are Aligned with Stockholder Interests

The following features of the 2019 Plan protect the interests of our stockholders:

- **No “evergreen” feature.** The 2019 Plan has a fixed number of shares available for grant that will not automatically increase because of an “evergreen” feature.

- **Minimum one-year vesting requirement.** Our one-year minimum vesting requirement will generally apply to at least 95% of the shares that may be granted pursuant to any type of award.
- **A limit on total annual compensation for Directors.** The maximum number of shares subject to awards to an individual Director in a calendar year, taken together with any cash fees paid during the calendar year to the Director for services as a member of the Board of Directors may not exceed \$1 million in value, except where the Board of Directors approves a higher limit for a non-executive Board chair.
- **Annual limits on shares and options or stock appreciation rights (SARs) that can be granted to individual employees.** The 2019 Plan limits the number of shares subject to stock options and SARs that may be granted in a calendar year to an individual employee to one million shares. Separately, the 2019 Plan limits the number of shares subject to stock awards that may be granted in a calendar year to an individual employee to one million shares.
- **No discounted options or SARs.** Option or SAR exercise prices must be at least 100% of fair market value on the date an option or SAR is granted.
- **No repricings or cash buyouts.** The 2019 Plan prohibits any “repricing” of any outstanding option or SAR, except with the approval of the stockholders of the Company. The 2019 Plan defines “repricing” to mean (i) any action that constitutes a “repricing” under GAAP or the rules of the NYSE (including any modification or amendment to an outstanding option or SAR that has the effect of reducing its exercise price); (ii) any cancellation of an outstanding option or SAR when its exercise price exceeds its fair market value in exchange for cash; (iii) any cancellation of an option or SAR in exchange for a new option or SAR with a lower exercise price; or (iv) a substitution of a stock award for an option or SAR when its exercise price exceeds fair market value; in each case other than a permitted equitable adjustment.
- **No reload option grants.** Reload options are additional options that are granted automatically upon the exercise of previously granted options; options granted under the 2019 Plan may not include a reload feature.
- **No liberal share “recycling.”** If an award under the 2019 Plan, or, after April 16, 2019 (the effective date of the 2019 Plan), the 2014 Plan and the 2009 Stock Incentive Plan (the 2009 Plan), is forfeited, cancelled, or expires or is settled without the issuance of shares, the shares subject to such award will be available for future grants under the 2019 Plan. However, the 2019 Plan prohibits re-granting shares withheld or tendered to pay option exercise prices, repurchased by the Company with option exercise proceeds, or withheld or tendered to satisfy tax withholding obligations on any award. Also, shares of stock subject to SARs that are not issued on settlement may not be re-granted.
- **No dividend or dividend equivalent payments on unvested shares subject to a performance vesting condition.** The 2019 Plan permits payment of dividends or dividend equivalents on shares of restricted or deferred stock subject to a performance vesting condition only if and when the underlying shares vest. The 2019 Plan also prohibits the payment of dividends and dividend equivalents on shares subject to outstanding options and SARs.
- **A “double trigger” change of control provision.** The 2019 Plan requires that participants must experience an involuntary termination of employment for an award to vest as a result of a change of control of Citigroup Inc. (a “double trigger”). The Compensation Committee has also adopted a policy affirming that no deferred incentive awards to executive officers will vest solely by reason of a change of control of Citigroup Inc.
- **No excise tax gross-ups.** The 2019 Plan does not provide for excise tax gross-ups in the event of a change of control of Citigroup Inc., nor do any executive agreements.
- **No liberal definition of change of control.** Our definition of “change of control” of Citigroup Inc. requires the consummation, and not merely the approval, of a reorganization, merger, consolidation, or other corporate transaction that results in stockholders of Citigroup Inc. not owning more than 50% of the combined voting power of Citigroup Inc. or other corporation resulting from such transaction. Additionally, the 2019 Plan defines a “change of control” of Citigroup Inc. to mean: (i) a person acquiring direct or indirect beneficial ownership of Citigroup Inc. securities representing 30% or more of the combined voting power of then outstanding securities of Citigroup Inc.; (ii) specified changes in the majority of the Board (not including the election of Directors whose election or nomination was approved by a majority of the then incumbent Board); or (iii) a sale, transfer, or distribution of all or substantially all of the assets of Citigroup Inc., or a dissolution or liquidation of Citigroup Inc.
- **Ability to adopt sub-plans that facilitate participation by employees located outside the United States.** Any special terms or conditions that the Compensation Committee considers necessary or appropriate to accommodate differences in non-U.S. law, tax policy, or custom may be included in a sub-plan that forms a part of the 2019 Plan.

Equity Compensation Plan Information

All of Citi's outstanding equity awards have been granted under three stockholder-approved plans—the 2019 Plan and two predecessor plans, the 2014 Plan and the 2009 Plan. There are no equity awards outstanding under plans for which stockholder approval was not required or sought. The information below is as of February 28, 2023.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants, and rights (in millions)	(b) Weighted-average exercise price of outstanding options, warrants, and rights (\$)	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (in millions)
Equity compensation plans approved by security holders	60.9	N/A	13.9
Equity compensation plans not approved by security holders	0	N/A	0
Total	60.9	N/A	13.9

2019 Plan Benefits

Awards under the 2019 Plan are granted by the Compensation Committee in its sole discretion. Therefore, the benefits or amounts that will be received by any particular employee or group of employees in the future is not determinable at this time.

Description of the Citigroup 2019 Stock Incentive Plan

This summary description of the 2019 Plan, as amended, is qualified in its entirety by reference to the 2019 Plan document, which is included as Annex B. If Proposal 4 is approved by stockholders at our Annual Meeting, we intend to file a registration statement on Form S-8, pursuant to the Securities Act of 1933, as amended, to register the additional shares authorized for grant under the 2019 Plan.

General. The 2019 Plan became effective on April 16, 2019 and will expire on the date of the annual meeting of stockholders to be held in 2024. The 2019 Plan provides for various types of awards denominated in shares of Citi common stock to Citi employees, officers, and non-employee Directors. The NYSE closing price of a share of Citi common stock on February 28, 2023 was \$50.69.

Administration. The 2019 Plan is administered by the Compensation Committee. All members of such Committee or a sub-committee thereof must satisfy the requirements for independence of SEC Rule 16b-3. With respect to participants who are outside Directors, the 2019 Plan is administered by the Board of Directors. The Compensation Committee may delegate some or all of its authority over administration of the 2019 Plan to one or more officers, directors, employees, or another plan administrator except with respect to persons who are Section 16(a) officers. In addition, any special terms or conditions that the Compensation Committee considers necessary or appropriate to accommodate differences in non-U.S. law, tax policy or custom may be included in a sub-plan that forms a part of the 2019 Plan.

Eligibility. All "employees" of Citi—within the broad definition set forth in the instructions to the SEC Form S-8 registration statement, as in effect on April 16, 2019, but expressly excluding consultants and advisors who are not members of the Board of Directors—generally are eligible to receive awards under the 2019 Plan. Based on worldwide employment at December 31, 2022, approximately 240,000 persons could be eligible to participate in the 2019 Plan. However, participation is discretionary—awards are subject to approval by the Compensation Committee. In general, employees with discretionary annual incentive awards of at least \$75,000 are eligible to receive at least

15% of that annual award in deferred stock. For the twelve months ending March 1, 2023, awards were made under the 2019 Plan to 14 non-employee Directors, 16 executive officers, and approximately 12,000 employees worldwide. Former "employees" are eligible to participate in the 2019 Plan, but only with respect to their last year of service or substitute awards to replace awards granted by a prior employer acquired by the Company.

Shares subject to the 2019 Plan. Shares of Citi common stock issued in connection with awards under the 2019 Plan may be shares that are authorized but unissued, or previously issued shares that have been reacquired, or both. The initial share authorization under the 2019 Plan was 30 million shares. Pursuant to amendments approved at the 2020 Annual Meeting, the 2021 Annual Meeting, and the 2022 Annual Meeting, the number of authorized shares increased by 15 million, 20 million, and 36 million, respectively. Pursuant to the amendment described in Proposal 4, the number of authorized shares would increase by 28 million.

"Recycling" provisions. If an award under the 2019 Plan, or, after April 16, 2019 (the effective date of the 2019 Plan), the 2014 Plan and the 2009 Plan, is forfeited, cancelled, or expires or is settled without the issuance of shares, the shares subject to such award will be available for future grants under the 2019 Plan. However, shares tendered by a participant or withheld by Citi to pay an option exercise price, withheld or tendered to satisfy tax withholding obligations relating to any award, repurchased by Citi with option exercise proceeds, covered by a stock-settled SAR (without regard to the number of shares actually issued upon exercise) or withheld to satisfy any debt or other obligation owed to Citi, and cancelled fractional shares will be considered issued and shall not be added to the maximum number of shares that may be issued under the 2019 Plan.

Limits on awards. The maximum number of shares subject to awards to an individual Director in a calendar year (including awards made at the election of a Director in lieu of his or her cash retainer), taken together with any cash fees paid during the calendar year to the Director, in respect of the Director's service as a member of the Board of Directors during such year (including service as a member or chair of any committees of the Board), may not exceed \$1 million in value, as determined as of the date of each award. However, the independent members of the Board of Directors may make exceptions to this limit for a non-executive chair of the Board, provided that the Director receiving any additional compensation may not participate in the decision to award such compensation. For all other eligible "employees," the number of shares subject to stock options or SARs granted during a calendar year may not exceed one million shares, and the number of shares that may be subject to stock awards granted in a calendar year may not exceed one million shares, unless granted subject to substitute awards that replace awards of a former employer acquired by the Company.

Types of awards. The following types of awards may be made under the 2019 Plan:

- **Stock options.** An award of a stock option under the 2019 Plan grants a participant the right to purchase a specified number of shares of Citi common stock during a specified term in the future at an exercise price equal to at least 100% of the "fair market value" (see below) of Citi common stock on the grant date. The term of a stock option may not exceed 10 years from the date of grant.
- **Stock appreciation rights (SARs).** A SAR, upon exercise, entitles the participant to receive an amount equal to the difference between the fair market value of Citi common stock on the exercise date and the exercise price of the SAR (which may not be less than 100% of fair market value of a share of Citi common stock on the grant date) times the number of shares subject to the SAR. Payment to a participant upon the exercise of a SAR may be in cash and/or shares of Citi common stock. The term of a SAR may not exceed 10 years from the date of the grant.
 - For purposes of setting the exercise price of any option or SAR granted under the 2019 Plan, "fair market value" means the closing price on the NYSE (or on the principal national securities exchange on which the common stock is traded or quoted, if not the NYSE) on the date on which the stock option or SAR is granted. For all other purposes under the 2019 Plan, "fair market value" will be as determined by the Compensation Committee.
- **Stock payment.** The Compensation Committee may grant vested shares of Citi common stock as a stock payment.

- **Restricted stock.** A restricted stock award is an award of outstanding shares of Citi common stock that does not vest until vesting conditions are satisfied and which will be forfeited if conditions to vesting are not met. Participants may receive dividends on the shares subject to their awards during the vesting period, unless the awards are subject to one or more performance conditions, in which case the dividends, if any, shall be paid only if and when, and only to the extent that, the underlying shares vest.
- **Deferred stock.** A deferred stock award is an unfunded, unsecured promise to deliver shares of Citi common stock to the participant in the future, if the participant satisfies the conditions to vesting. Participants do not have voting rights (their rights are no greater than a general unsecured creditor of the Company), but may receive dividend equivalent payments during the vesting period, unless the awards are subject to one or more performance conditions, in which case the dividend equivalents, if any, shall be paid to participants only if and when, and only to the extent that, the underlying shares vest.
- **Other stock-based awards.** The Compensation Committee may grant any other award that is denominated in shares of Citi common stock and that may be settled by the delivery of shares and/or cash. For the avoidance of doubt, awards that by their terms shall be settled only in cash shall not be considered to have been granted under the 2019 Plan.
- **Performance-based awards.** Subject to the terms of the 2019 Plan, the Compensation Committee may grant awards that are subject to one or more performance conditions related to a performance period of not less than one year.

Minimum vesting requirement. Awards granted under the 2019 Plan may not vest earlier than the first anniversary of the date on which the award is granted, except that the Compensation Committee may grant awards that vest in less than a year (i) as a "substitute award" to replace awards of a former employer acquired by the Company, (ii) awards to Directors that vest on the earlier of the one-year anniversary of the date of grant and the next annual meeting of stockholders which is at least 50 weeks after the immediately preceding year's annual meeting, and (iii) any additional awards the Compensation Committee may grant, up to a maximum of five percent (5%) of the available share reserve authorized for issuance under the 2019 Plan. This restriction does not apply to the Compensation Committee's discretion to provide for accelerated exercisability or vesting of any award, including in cases of retirement, death, disability, leave of absence, termination of employment, change of control, or upon the sale or other disposition of the subsidiary employing a participant or other similar event.

Performance conditions. In the case of an award subject to a performance condition, the applicable performance condition may include one or more of the following performance conditions and be expressed in either, or a combination of, absolute or relative values or a percentage of: revenue, revenue or product growth, net income (pre- or after-tax), earnings, earnings per share, stockholders' equity or return on stockholders' equity, assets or return on assets, return on risk-adjusted assets, capital or return on capital, return on risk capital, book value or book value per share, economic value-added models or equivalent metrics, operating income, pre- or after-tax income, expenses or reengineering savings, margins, cash flow or cash flow per share, stock price, total shareholder return, market share, debt reduction, net promoter scores, operating efficiency ratios, expense ratios, liquidity ratios, regulatory achievements, or any objective or subjective performance conditions selected by the Compensation Committee.

Prohibition against repricing. The 2019 Plan prohibits any action under the 2019 Plan that would constitute a "repricing" of any outstanding option or SAR granted under the 2019 Plan, the 2014 Plan, the 2009 Plan or any other plan of the Company or of any acquired company, except with the approval of the stockholders of the Company. The 2019 Plan defines "repricing" to mean: (i) any action that constitutes a "repricing" under GAAP or the rules of the NYSE (including any modification or amendment to an outstanding option or SAR that has the effect of reducing its exercise price); (ii) any cancellation of an outstanding option or SAR when its exercise price exceeds its fair market value in exchange for cash; (iii) any cancellation of an option or SAR in exchange for a new option or SAR with a lower exercise price; or (iv) a substitution of a stock award for an option or SAR when its exercise price exceeds fair market value; in each case other than a permitted equitable adjustment.

Prohibition of reload options. The 2019 Plan does not permit the grant of "reload" options.

Repayment obligation; right of set-off. If the Compensation Committee subsequently determines that all conditions to vesting and payment of an award, or the vesting and exercisability of an option or SAR, were not satisfied in full, the Compensation Committee may cancel such vesting or exercise and refuse to issue shares and immediately terminate the participant's rights with respect to such award (or improperly vested portion thereof). If the vesting or exercise of any such award (or portion thereof) has already been settled by delivery of shares or cash, the participant shall be obligated, upon demand, to return the shares or cash (or higher value received at vesting or exercise), to Citi, without reduction for any shares or cash withheld to satisfy withholding tax or other obligations. Consistent with the requirements of Section 409A of the Internal Revenue Code, the 2019 Plan also provides for the set-off of vested awards against obligations a participant may owe to Citi, including but not limited to the obligation to repay improperly vested or exercised awards. Any failure to timely pay tax-related obligations owed to Citi in connection with an award may result in its cancellation.

Non-transferability. During the vesting period, awards and sale-restricted shares generally are not transferable other than by will or the laws of descent and distribution.

Adjustments. The 2019 Plan provides that the Compensation Committee shall make appropriate equitable adjustments to the maximum number of shares available for grant under the 2019 Plan and to the annual individual award limits expressed in numbers of shares in the event of any changes to the Company's capital structure, including a change in the number of shares outstanding on account of any stock dividend, stock split, reverse stock split, spinoff or any similar equity restructuring, or any combination or exchange of equity securities, merger, consolidation, recapitalization, reorganization, or similar transaction. In the event of any such transaction, or any extraordinary dividend, divestiture, or other distribution (other than ordinary cash dividends) of assets to stockholders, the Compensation Committee shall make appropriate equitable adjustments to the number or kind of shares subject to outstanding awards, the exercise prices of outstanding options and SARs, and performance conditions, to the extent necessary to prevent the enlargement or diminution of participants' rights.

Change of control. The Compensation Committee may, when an award is made, or at any time prior to, at, or after the time of a "change of control" (as defined below), provide for the adjustment of performance conditions to reflect the change of control, provide for the cancellation of outstanding awards if the surviving entity or acquiring entity (or the surviving or acquiring entity's parent company) replaces the awards with new rights of substantially equivalent value, provide for the acceleration of any time periods or the waiver of any other conditions to vesting, exercise, payment, or distribution of an award upon an involuntary termination of a participant's employment as a result of a change of control, or provide for the purchase of any award. The vesting, payment, purchase, or distribution of an award, however, may not be accelerated by reason of a change of control for any participant unless the participant's employment is involuntarily terminated as a result of the change of control. For these purposes, a termination of employment as a result of a change of control means involuntary termination of employment other than for "gross misconduct" (as defined in the 2019 Plan) upon, or on or prior to the first anniversary of, the change of control.

The 2019 Plan defines a "change of control" to mean (i) a person acquiring direct or indirect beneficial ownership of Citigroup Inc. securities representing 30% or more of the combined voting power of then outstanding securities of Citigroup Inc.; (ii) specified changes in the majority of the Board (not including the election of Directors whose election or nomination was approved by a majority of the then incumbent Board); (iii) a sale, transfer, or distribution of all or substantially all of the assets of Citigroup Inc. or a dissolution or liquidation of Citigroup Inc.; or (iv) consummation of a reorganization, merger, consolidation, or other corporate transaction that results in stockholders of Citigroup Inc. not owning more than 50% of the combined voting power of Citigroup Inc. or other corporation resulting from the transaction.

Tax withholding. Citi retains the right to deduct or withhold, or require the participant to remit to his or her employer, an amount sufficient to satisfy federal, state, local, and foreign taxes (including hypothetical taxes owed to Citi by tax-equalized expatriates) required by law or regulation to be withheld with respect to any taxable event as a result of the 2019 Plan.

Voting. The 2019 Plan provides that unless the Compensation Committee determines otherwise, participants who receive awards of stock are generally entitled to direct the voting of the shares underlying their awards on matters submitted to a vote of stockholders. All shares underlying such awards as to which no voting instructions are received are voted proportionately, based on the voting instructions received with respect to all other such shares.

Amendment and termination. The 2019 Plan may be amended, suspended, or terminated by the Compensation Committee at any time, provided that no amendment shall be made without stockholder approval if it would materially increase the number of shares available under the 2019 Plan (other than in connection with an equitable adjustment), materially expand the types of awards available under the 2019 Plan or the class of persons eligible to participate in the 2019 Plan, materially extend the term of the 2019 Plan, materially change the method of determining the exercise price of an option or SAR granted under the 2019 Plan, delete or limit the prohibition against “repricing,” or otherwise require approval by stockholders in order to comply with applicable law or the rules of the NYSE (or principal national securities exchange upon which Citi’s common stock is traded or quoted).

Award modification. The Compensation Committee retains the right to modify outstanding awards without a participant's prior consent if it determines that the modification is required to comply with applicable law, regulation, or regulatory guidance (including applicable tax law). Subject to certain exceptions, any other modifications, if adverse to a participant, shall not be effective without the participant's written consent.

Certain U.S. Federal Income Tax Consequences

The following is a brief summary of the principal U.S. federal income tax consequences relating to stock options granted under the 2019 Plan, based on current U.S. federal income tax laws. This summary does not constitute tax advice and, among other things, does not describe state, local, or foreign tax consequences, which may be substantially different.

Generally, a participant will not recognize taxable income on the grant of a stock option. Upon the exercise of a stock option, a participant will recognize ordinary income in an amount equal to the difference between the fair market value of the Citi common stock received on the date of exercise and the option cost (number of shares purchased multiplied by the exercise price per share). The participant will recognize ordinary income upon the exercise of the option even though the shares acquired may be subject to further restrictions on sale or transferability. Citi will ordinarily be entitled to a deduction on the exercise date in an amount equal to the amount of ordinary income recognized by the participant upon exercise, except as may be specified under Section 162(m) of the Internal Revenue Code. Generally, upon a subsequent sale of shares acquired in an option exercise, the difference between the sale proceeds and the cost basis of the shares sold will be taxable as a capital gain or loss, including any sale of shares freed from sale restrictions to fund the payment of taxes incurred at exercise. The 2019 Plan does not provide for awards of “incentive stock options,” which have different tax consequences under the Internal Revenue Code.

Proposal 5: Advisory Vote to Approve the Frequency of Future Advisory Votes on Executive Compensation

Pursuant to Section 14A of the Exchange Act, we are asking our stockholders to vote on whether future advisory votes on executive compensation of the nature reflected in Proposal 3 should occur every year, every two years, or every three years.

After careful consideration, our Board of Directors recommends that future advisory votes on executive compensation occur every year (annually). We believe that an annual advisory vote on executive compensation is the most appropriate option for us because it will allow our stockholders to provide more frequent, direct input on our compensation policies and practices, and the resulting compensation for our named executive officers. Stockholders will have the opportunity to consider our most recent compensation decisions and focus on increasing long-term stockholder value, and to provide feedback to us in a timely way. The Board of Directors also believes an annual advisory stockholder vote promotes corporate transparency and accountability for the Compensation Committee.

Making this recommendation, the Board of Directors took into account that a majority of the votes cast at our 2017 Annual Meeting voted in favor of holding an annual advisory vote on executive compensation. In addition, we are aware of the significant interest in executive compensation matters by investors and the general public, and value and encourage constructive dialogue with our stockholders on these matters. We understand that our stockholders may have different views as to what is the best approach for the Board of Directors, and we look forward to hearing from our stockholders on this proposal.

This advisory resolution is non-binding on our Board of Directors. Although we currently believe that holding an advisory vote on executive compensation every year would reflect the right balance of considerations, we will continue to periodically reassess that view and can provide for an advisory vote on executive compensation on a less frequent basis if long-term stability in our compensation program or other circumstances suggest that such a vote frequency would be more appropriate.

Accordingly, you are asked to vote on the following nonbinding advisory resolution:

RESOLVED, that future advisory votes on executive compensation of the nature reflected in Proposal 3 should occur every year.

Board Recommendation

The Board recommends that you vote **1 Year** on Proposal 5, which is advisory approval of an **ANNUAL** stockholder advisory vote regarding compensation awarded to Citigroup's named executive officers.



Stockholder Proposals

Citi makes every effort to be responsive to concerns expressed by our stockholders by engaging in dialogues, participating in issuer/investor working groups, and adopting policies or initiatives we believe to be in the best interests of all stockholders. Over the years, Citi has met with several proponents and other interested parties regarding such issues as gender pay equity, proxy access, human rights, climate change, net zero, racial equity, culture, risk management, auditor rotation, and trade association payments, among others, and has, on certain occasions, as appropriate, taken action in response to these engagements and/or stockholder votes. For example, in 2021, Citi collaborated with a shareholder to outline the scope of a Racial Equity Audit for its Action for Racial Equity commitments and in 2019, Citi's Board of Directors lowered the Special Meeting threshold in response to the stockholder vote at the 2019 Annual Meeting. We encourage our stockholders to communicate with management and the Board. Any stockholder wishing to communicate with management, the Board, or an individual Director, or obtain the addresses of any of the stockholder proponents or their Citi stock ownership information, should send a request to the Corporate Secretary, Brent J. McIntosh, at 388 Greenwich Street, New York, New York 10013.

Proposal 6

John Chevedden has submitted the following proposal for consideration at the 2023 Annual Meeting.

Proposal 6 – Shareholder Ratification of Termination Pay



Shareholders request that the Board seek shareholder approval of any senior manager's new or renewed pay package that provides for severance or termination payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term bonus.

"Severance or termination payments" include cash, equity or other compensation that is paid out or vests due to a senior executive's termination for any reason. Payments include those provided under employment agreements, severance plans, and change-in-control clauses in long-term equity plans, but not life insurance, pension benefits, or deferred compensation earned and vested prior to termination.

"Estimated total value" includes: lump-sum payments; payments offsetting tax liabilities; perquisites or benefits not vested under a plan generally available to management employees; post-employment consulting fees or office expense; and equity awards if vesting is accelerated, or a performance condition waived, due to termination.

The Board shall retain the option to seek shareholder approval after material terms are agreed upon.

Generous performance-based pay can be okay but shareholder ratification of "golden parachute" severance packages with a total cost exceeding 2.99 times base salary plus target bonus better aligns management pay with shareholder interests.

For instance at one company, that does not have this policy, if the CEO is terminated he could receive \$44 million in termination pay - over 10 times his base salary plus short-term bonus. The same person could receive a whopping \$124 million in accelerated equity payouts even if he remained employed in the event of a change in control.

It is in the best interest of Citigroup shareholders and the morale of Citigroup employees to be protected from such lavish management termination packages for one person.

It is important to have this policy in place so that Citigroup management stays focused on improving company performance as opposed to seeking an ill-advised merger mostly to trigger a management golden parachute windfall.

Shareholder Ratification of Excessive Termination Pay, the topic of this proposal, received between 51 % and 65% support at:

AbbVie (ABBV)
FedEx (FDX)
Spirit AeroSystems (SPR)
Alaska Air (ALK)
Fiserv (FISV)

Please vote yes:

Shareholder Ratification of Termination Pay – Proposal 6

Management Comment

Summary

Citi has appropriate policies in place to guard against excessive severance arrangements. As Citi has stated in its Proxy Statement for many years, and restates on pages 96-97, Citi's executive officers do not have special agreements covering their compensation in the event of a change of control and are not entitled to severance pay upon termination of employment in excess of broad-based benefits.

In addition, Citi's Compensation Philosophy and Incentive Compensation Policy provide that incentive compensation at Citi is intended to incentivize appropriate risk and control behavior and outcomes, and to be compliant with applicable laws, regulations and regulatory guidance. Applicable regulatory guidance specifically cautions financial institutions that "in all cases, a banking organization should ensure that the structure and terms of any golden parachute arrangement entered into by the organization" are appropriate from a safety and soundness perspective.

Furthermore, as a matter of internal governance, the Compensation, Performance Management and Culture Committee of Citi's Board is authorized and required to "review and approve the material terms of employment and retention agreements (including offer letters), severance arrangements, change in control agreements, and any special supplemental benefits for executive officers and members of the Executive Management Team," as stated in the Committee's Charter. For employees below the level of the Executive Management Team, Citi's CEO is required to approve any severance award in excess of \$1 million. Those governance requirements are designed to prevent the payment of excessive severance benefits.

However, Citi's management must also have the flexibility to tailor compensation, which may include severance provisions, to attract and retain talent in highly competitive markets, including in light of rules in the many jurisdictions around the world in which we operate. Rather than giving Citi's management appropriate flexibility, the Proposal gives rise to ambiguity and inconsistencies. Were the Proposal to be adopted, the ambiguities and inconsistencies in the Proposal could be highly problematic.

Specifically, the Proposal uses off-the-shelf language not tailored to Citi's business and circumstances, and sometimes uses terms in inconsistent ways.

For example, the Proposal would require severance payments to be limited to "2.99 times the sum of the executive's base salary plus target short-term bonus," but Citi does not use "short-term target bonuses" in its compensation program. In the absence of target bonuses, the Proposal could be interpreted to require that the Board limit severance payments to 2.99 times base salary alone, which is inconsistent with Citi's business needs.

Similarly, the Proposal says in its first paragraph that the severance payment limitation should apply to "senior managers." However, the term "senior manager" is not defined, which creates uncertainties about the scope of the policy that could lead to protracted delays that impede the recruitment of top personnel.

Finally, because the Proposal's apparent reach is so broad, it could potentially include payments required by foreign laws (in the case of non-U.S. executives), as well as payments under various benefit plans not generally understood to constitute severance or termination pay.

Important Points to Consider

- The Proposal is not necessary to ensure that Citi does not pay excessive severance benefits, as Citi has adequate policies in place to guard against that risk:
 - ✓ As Citi has publicly disclosed for many years, and as stated on pages 96-97, Citi executive officers are not entitled to severance pay upon termination of employment in excess of broad-based benefits.
 - ✓ Citi's compensation practices are governed by its Compensation Philosophy and Incentive Compensation Policy, which requires Citi to adopt compensation practices that comply with U.S. and global bank regulatory requirements. Banking regulators have explicitly cautioned that excessive severance is not consistent with bank safety and soundness.
 - ✓ Recognizing shareholders' desire that departing executives not receive excessive pay packages, and consistent with its historic practice of providing reasonable severance arrangements for its executives, Citi's Board, in 2002, adopted a resolution prohibiting payments to an executive of three times or more of that executive's annual income in the event of a change of control of Citi without the approval of stockholders.
- Citi practices are consistent with market practices for large financial institutions, and Citi would be placed at a competitive disadvantage in attracting and retaining the best employees if the Proposal were adopted:
 - ✓ The severance benefits that could be covered by the Proposal include, for example, amounts payable pursuant to customary provisions in sign-on or replacement awards needed to attract or retain key talent, since sign-on and replacement awards frequently must continue to be paid following involuntary termination of employment without cause.
 - ✓ Imposing stringent guidelines for compensation in order to ensure a favorable vote by stockholders after the terms of a contract have been agreed upon eliminates the flexibility that is needed to respond to the dynamics of negotiating during recruitment and in response to potential departures of valued employees.
 - ✓ The shareholder approval alternative included in the Proposal recognizes that a formulaic approach to compensation is not always prudent; sometimes judgment about what is best for a business is required. Rather than letting Citi's Board exercise that judgment, as it should, the Proposal suggests that shareholders should be asked to do so. That suggestion is very impractical. Accordingly, it does not meaningfully address the shortcomings of the Proposal's formulaic approach, even as it implicitly recognizes those shortcomings.
- The Proposal is ambiguous and uses boilerplate language not tailored to Citi. For example, Citi does not have "short-term target bonuses" and the term "senior manager" is not defined, hobbling Citi's ability to properly interpret or apply the Proposal.

Because Citi's current practices regarding payments under severance agreements sufficiently address the concerns raised by the Proposal, the Proposal, if adopted, would put Citi at a competitive disadvantage, and because the terms of the Proposal are not applicable to Citi's pay programs making it difficult to interpret and execute, the Board recommends a vote **AGAINST** this Proposal 6.



Proposal 7

Kenneth Steiner has submitted the following proposal for consideration at the 2023 Annual Meeting.

Proposal 7 – Independent Board Chairman



Shareholders request that the Board of Directors adopt an enduring policy, and amend the governing documents as necessary in order that 2 separate people hold the office of the Chairman and the office of the CEO

Whenever possible, the Chairman of the Board shall be an Independent Director.

The Board has the discretion to select a Temporary Chairman of the Board who is not an Independent Director to serve while the Board is seeking an Independent Chairman of the Board.

This policy could be phased in when there is a contract renewal for our current CEO or for the next CEO transition.

This proposal topic won 52% support at Boeing and 54% support at Baxter International in 2020. Boeing then adopted this proposal topic.

Management says it supports having an independent Director in a Board leadership position. However management inconsistently has a bylaw that allows it to indefinitely have one person hold the 2 most important jobs at Citigroup as long as there is a so-called lead director.

The so-called lead director could then have excessive board tenure that would impair director independence. The lead director could also be a person who staunchly believes the 2 most important jobs in a \$250 Billion company like Citigroup should be held by one person and that the person holding the 2 positions at once should be given the upmost deference.

A lead director is no substitute for an independent board chairman. A lead director cannot call a special shareholder meeting and cannot even call a special meeting of the board. A lead director can delegate most of his lead director duties to others and then simply rubber-stamp it. There is no way shareholders can be sure of what goes on.

A lead director can be given a list of duties but there is no rule that prevents the Chairman from overriding the lead director in any of the so-called lead director duties.

Unfortunately management has stacked the deck against this worthy proposal. For instance management sends out multiple reminders for shareholders to vote to the very shareholders who are most likely to have no independent proxy voting advice. Thus, the shareholder support for this proposal topic at Citigroup will be understated.

Please vote yes:

Independent Board Chairman – Proposal 7

Management Comment

Summary

Since 2009, Citi has had an independent Chair separate from the CEO. The Board firmly supports having an independent Director in a Board leadership position at all times. As such, Citi's Board, on December 15, 2009, adopted a By-law amendment which provides that if Citi does not have an independent Chair, the Board will elect an independent Lead Director having similar duties to an independent Chair, including leading the executive sessions of the non-management Directors at Board meetings. Citi's Board has determined that the current structure, an independent Chair separate from the CEO, is the most appropriate structure at this time, while ensuring that, at

all times, there will be an independent Director in a Board leadership position. Since Citi's Board has adopted a framework that provides for either an independent Chair or an independent Lead Director, the Board believes that this Proposal is not necessary.

Important Points to Consider

- As required by Citi's By-Laws, the Board elects its Chairman annually, and, for each of the last 13 years, the Board has elected an independent director to serve as Board Chair. Citi's By-laws ensure that there will be an independent member of the Board in a leadership position at all times. Rather than formally separating the roles of CEO and Chairman, it is in the best interests of Citi's shareholders to retain flexibility to determine the optimal leadership structure at any given time, while ensuring that an independent board member oversees the Board. The Board values the flexibility of selecting the structure of leadership best suited to meet the needs of the Company and its shareholders.
- If the roles of Chairman and CEO are combined, Citi's Guidelines provide that the Board will designate a lead director from among the independent directors. As set forth in the Guidelines, the duties of the independent Lead Director and the non-executive chair include, but are not limited to, the following functions:
 - ✓ presiding at all meetings of the Board at which the Chair is not present, including executive sessions of the independent Directors;
 - ✓ serving as liaison between the Executive Chair and the independent Directors;
 - ✓ approving information sent to the Board;
 - ✓ approving meeting agendas for the Board;
 - ✓ approving meeting schedules to assure that there is sufficient time for discussion of all agenda items; and
 - ✓ having the authority to call meetings of the independent Directors.
- Citi has an empowered independent Board that provides oversight. As previously noted, Citi has had an independent Chair since 2009. Twelve of the Board's thirteen current directors, and 100% of each of the Board's Audit Committee; Compensation, Performance Management and Culture Committee; and Nomination, Governance and Public Affairs Committee satisfy the independence standards of the NYSE, Citi's independence standards, and other regulatory independence requirements. Moreover, the Board holds executive sessions of its independent directors throughout the year, at which the independent Chair presides.

The shareholder proposal is unnecessary given the current framework the Board has in place to ensure independent leadership for the Board at all times and could restrict the Board's decision-making ability and limit the options available to the Board in structuring effective leadership; therefore the Board recommends a vote **AGAINST** this Proposal 7.



Proposal 8

The Sisters of St. Joseph of Peace, the Sisters of St. Dominic of Caldwell, NJ, The Sisters of St. Francis of Philadelphia, and United Church Funds have submitted the following proposal for consideration at the 2023 Annual Meeting.

Resolved: Shareholders request the Board of Directors provide a report to shareholders, at reasonable cost and omitting proprietary and confidential information, outlining the effectiveness of Citigroup's policies, practices, and performance indicators in respecting internationally-recognized human rights standards for Indigenous Peoples' rights in its existing and proposed general corporate and project financing.

Whereas: The UN Declaration on the Rights of Indigenous Peoples and International Labour Organization Convention 169 concerning Indigenous and Tribal Peoples in Independent Countries are internationally-recognized standards for Indigenous Peoples' rights.¹ Violation of these rights presents risks for Citigroup that can adversely affect shareholder value, including reputational damage, project disruptions, and civil and criminal liability.² Citigroup has a history of financing projects and companies that violate Indigenous rights, most notably as a lead financier of the Dakota Access pipeline in 2016.³ Recently, Citigroup provided over \$5 billion to Enbridge, enabling the widely opposed Enbridge Line 3 and Line 5 tar sands pipeline reroutes.⁴

Indigenous leaders from the Great Lakes tribes have called Enbridge's Line 5 pipeline reroute "an act of cultural genocide."⁵ A 2022 ruling found that Line 5 was operating illegally on Bad River Band territory since 2013.⁶ Michigan Governor Whitmer canceled Enbridge's certification in 2020, citing "Enbridge's historic failures and current non-compliance" as jeopardizing the safety of Michigan residents and the environment.⁷ Michigan's twelve federally recognized Tribal Nations requested President Biden to decommission Line 5 in 2021,⁸ and the pipeline faces ongoing litigation from numerous plaintiffs.⁹ The severity of Indigenous opposition is reflected by the Bay Mills Indian Community formally banishing the pipeline from its reservation, noting Enbridge's deceptive tactics, poor environmental track record, and risk of "catastrophic damage" to Indigenous rights.¹⁰ Companies like Enbridge, financed by Citigroup, consistently fail to meet the international standard of free, prior, and informed consent (FPIC) with affected tribes.¹¹

Citigroup simultaneously faces calls from Indigenous leaders to stop financing oil and gas operations in the Amazon that pose "an existential threat" to Indigenous Peoples.¹² A 2022 Investor Risk Alert reported that Citigroup has the largest financial involvement of all foreign banks, an estimated \$43.8 billion, in oil and gas operations in the Amazon basin.¹³

Citigroup faces reputational risk if its "climate forward" commitments are discredited by its own financing activities.¹⁴ Citigroup's human rights and risk management policies do not clearly define FPIC, nor include guidance on how Citigroup addresses companies with track records of violating Indigenous rights. Though Citigroup adheres to the Equator Principles to manage environmental and social risk, Indigenous experts have described them as "critically weak" and not aligned with international human rights standards.¹⁵ Effective policies that protect Indigenous rights are critical to managing material risk.

- 1 <https://www.un.org/development/desa/indigenouspeoples/declaration-on-the-rights-of-indigenous-peoples.html> ; https://www.ilo.org/dyn/normlex/en/f?p=NORMLEXPUB:12100:0::NO::P12100_INSTRUMENT_ID:312314
- 2 https://www.colorado.edu/program/fpw/sites/default/files/attached-files/social_cost_and_material_loss_0.pdf ; <https://amazonwatch.org/news/2022/0622-the-business-case-for-indigenous-rights>
- 3 <https://www.business-humanrights.org/en/latest-news/usa-citi-ceo-says-bank-approved-dakota-access-pipeline-loan-without-sufficient-regard-for-indigenous-peoples-concerns/>
- 4 https://www.ran.org/wp-content/uploads/2020/12/RAN-Briefing_Line3_KXL.pdf ; <https://sightline-wpengine.netdna-ssl.com/wp-content/uploads/2018/09/Enbridge-Line-3-Financing-Sightline-09-2018.pdf>
- 5 <https://www.stopline3.org/news/women-leaders-line5>
- 6 <https://michiganadvance.com/wp-content/uploads/2022/09/20515906551-1.pdf>
- 7 <https://www.michigan.gov/whitmer/news/press-releases/2020/11/13/governor-whitmer-takes-action-to-shut-down-the-line-5-dual-pipelines-through-the-straits-of-mackina>
- 8 https://www.baymills.org/_files/ugd/869f65_f8e5288d82084540a9f0e7d5d6c0921f.pdf
- 9 <https://indiancountrytoday.com/news/enbridge-takes-the-gloves-off-in-line-5-battle>
- 10 https://narf.org/nill/documents/20210510BayMills_banish_Enbridge.pdf?_ga=2.239143744.2105983367.1624287541-1503385769.1619537483
- 11 https://tbinternet.ohchr.org/Treaties/CERD/Shared%20Documents/USA/INT_CERD_ALE_USA_9448_E.pdf
- 12 <https://www.stand.earth/latest/forest-conservation/amazon-forest-protection/citigroup-%E2%80%9Cclimate-forward%E2%80%9D-reputation-remains>
- 13 <https://www.stand.earth/sites/stand/files/citiriskalert.pdf>
- 14 <https://www.stand.earth/latest/forest-conservation/amazon-forest-protection/citigroup-%E2%80%9Cclimate-forward%E2%80%9D-reputation-remains>
- 15 <https://www.colorado.edu/program/fpw/2019/11/19/first-peoples-response-ep4-critically-weak-equator-principles-puts-global-development>

Management Comment

Summary

The Proposal requests that Citi prepare a report to shareholders outlining how effective Citigroup's policies, practices, and performance indicators are in respecting internationally recognized human rights standards for Indigenous Peoples in its existing and proposed general corporate and project financing. In the supporting statement to the Proposal, the proponent asserts that Citi is providing \$5 billion in financing to the Enbridge Line 3 pipeline expansion, which is untrue. Citi has provided no project-related financing to the Enbridge Line 3 project; moreover, the claimed amount would represent nearly 75% of the capital Citi has committed to the entire portfolio of oil and gas storage and transportation sub-sector at 2021 year-end (as disclosed in our 2022 Task Force on Climate-related Financial Disclosures Report: Citi's Approach to Climate Change and Net Zero). Currently no one client's committed capital represents an amount close to a majority of the portfolio.

In sensitive sectors such as oil and gas, Citi reviews clients to evaluate environmental and social policies and practices and to identify if these clients' operations may pose potential risks to sensitive areas such as Indigenous communities or traditional lands, or areas of high biodiversity. When identified, these "Areas of High Caution" named in Citi's Environmental and Social Risk Management (ESRM) Policy trigger special consideration, enhanced due diligence and client engagement to understand if the client has appropriate policies, staffing, and management systems to address these sensitive risks to avoid harm. It is precisely this type of due diligence and engagement in project and general corporate purposes financing that helps Citi meet its responsibility to respect human rights, including Indigenous Peoples' rights, and allows us to use our leverage with our clients to respect these rights.

Important Points to Consider

- Since 2003, Citi has demonstrated its commitment to environmental sustainability and human rights through implementation of its ESRM Policy. This Policy sets forth standards for how the Company assesses its clients' management of impacts on the environment (such as biodiversity, pollution control, and climate) and society (such as employee health and safety and human rights of local communities and Indigenous Peoples). Citi's ESRM Policy incorporates the International Finance Corporation Performance Standards as well as the Equator Principles, a leading financial sector risk management framework for project-related finance that Citi co-founded in 2003. Both of these frameworks cover important human rights considerations, including stakeholder engagement, labor issues and the rights of Indigenous Peoples.
- The proposal rightly highlights Citi's leadership in developing the Equator Principles. As part of Citi's commitment to the communities in which it works, in 2018 the Company updated its ESRM Policy to strengthen and expand its Area of High Caution globally in project-related financings with potential risks to Indigenous Peoples. In turn, we led an update to the EP requirements regarding Free, Prior and Informed Consent for Indigenous Peoples in project-related finance - driving strengthened practices across the market. It is important to note, however, that the Equator Principles apply only to project-related loans where banks have increased risk, access and leverage, and do not apply to general corporate purpose financings that support broad international operations of our clients, where we have less access to information and influence regarding individual projects. While banks do not have the same project-level leverage in general corporate finance, Citi still reviews and engages clients when Indigenous Peoples risks or other Areas of High Caution are present across operations.
- Although Citi has only a general corporate purposes financing relationship with Enbridge, we have engaged with Enbridge over the past year, and regularly for years, on their environmental impact analysis, community consultation, Indigenous Peoples' engagement and cultural heritage policies and processes to evaluate implementation of responsible practices. We believe that they employ a number of industry-leading practices, which are transparently detailed on their own website for stakeholder review.
- In 2007, Citi became the first major U.S. bank to publish a Statement on Human Rights which publicly affirms its commitment to respecting the fundamental human rights in the Universal Declaration on Human Rights and the International Labour Organization core conventions as well as supporting the United Nations Guiding Principles on Business and Human Rights (UN Guiding Principles). The Statement describes how the Company monitors

and responds to human rights issues related to the Company's business operations as well as those related to its clients' activities. To review our Statement on Human Rights and other ESRM Policy-related information, please visit "Environmental and Social Policies" on Citi's website.

- In 2016, Citi was the first U.S. bank to report using the Guiding Principles Reporting Framework, which is a specialized human rights reporting framework. In this reporting, which is part of our annual ESG Report, Citi describes our salient human rights risks, which stakeholders could be impacted by these risks, and how these risks are incorporated as "Areas of High Caution" in our ESRM Policy to trigger additional due diligence for transactions and regular reviews of client relationships. Finally, we provide details on how we screen applicable transactions for human rights risks and the steps we take to mitigate them.
- We acknowledge our responsibility to respect human rights as described in the UN Guiding Principles. To implement this, Citi follows leading financial sector good practice in evaluating potential Indigenous Peoples risks or other human rights risks in client relationships and engaging our clients when risks are identified. These efforts help Citi to fulfill our responsibility to respect human rights and to support our clients' respect for human rights, including the rights of Indigenous Peoples. Due to Citi's ongoing efforts to implement industry good practice in human rights due diligence and provide robust disclosure on our human rights risks and our policies and practices to address those risks, Citi believes that it has substantially fulfilled the primary concerns outlined in the Proposal.

The report requested by the Proposal is unnecessary as our current practices and reporting effectively address the primary concerns outlined in the Proposal; therefore, the Board recommends that you vote **AGAINST** this Proposal 8.



Proposal 9

Harrington Investments, Inc. has submitted the following proposal for consideration at the 2023 Annual Meeting.

Whereas: Climate change poses a systemic risk, with estimated global GDP loss of 11-14 percent by midcentury under current trajectories.¹ The climate crisis is primarily caused by fossil fuel production and combustion, enabled by funding from financial institutions.

According to scientific consensus, limiting warming to 1.5°C means the world cannot develop new oil and gas fields or coal mines beyond those already approved (new fossil fuel exploration and development).² Furthermore, existing fossil fuel supplies are sufficient to satisfy global energy needs.³ New oil and gas fields would not produce in time to mitigate current energy market turmoil resulting from the Ukraine War.⁴

Citigroup (Citi) committed to align financing with the Paris Agreement goals,⁵ achieving net zero by 2050, consistent with limiting global warming to 1.5°C.⁶ However, Citi's current policies and practices are not net zero aligned.

Citi is the world's second largest fossil fuel funder, providing \$285 billion in lending and underwriting to fossil fuel companies during 2016-2021, including \$104 billion to 100 top companies engaged in new fossil fuel exploration and development.⁷ Citi's existing commitments do not equate to alignment: under its 2030 absolute emissions target for energy, Citi can continue to finance new fossil fuel exploration and development, locking in future emissions and increasing stranded asset risk.

Without a policy to phase out financing of new fossil fuel exploration and development, Citi is unlikely to meet its climate commitments and merits scrutiny for material risks that may include:

- Greenwashing: Banking and securities regulators are tightening and enforcing greenwashing regulations, which could result in major fines and settlements.⁸
- Regulation: Central banks, including the Fed, are starting to implement climate stress tests⁹ and scenario analyses,¹⁰ and some have proposed increased capital requirements for banks' climate risks.¹¹

- Competition: Dozens of global banks have adopted policies phasing out financing of new oil and gas fields¹² and coal mines.¹³
- Reputation: Campaigns targeting Citi's climate policies include hundreds of organizations with tens of millions of global supporters, including current and potential Citi's customers.¹⁴

By exacerbating climate change, Citi is increasing systemic risk, resulting in significant negative impacts - including physical and transition risks.¹⁵

Best practices for banks to achieve net zero involve financing of companies reducing scopes 1-3 absolute emissions and allocating capital in line with science based, independently verified short, medium and long term decarbonization targets. Organizations like the Science Based Targets initiative and Transition Pathway Initiative can provide independent verification of decarbonization targets.

RESOLVED: Shareholders request that the Board of Directors adopt a policy for a time bound phase out of Citi's lending and underwriting to projects and companies engaging in new fossil fuel exploration and development.

Supporting Statement: This proposal is intended, in the discretion of board and management, to enable support for Citi's energy clients' low carbon transition.

1 <https://www.swissre.com/media/press-release/nr-20210422-economics-of-climate-change-risks.html>

2 <https://www.iisd.org/system/files/2022-10/navigating-energy-transitions-mapping-nad-to-1.5.pdf>

3 <https://www.ipcc.ch/report/ar6/wg3/resources/spm-headline-statements/>

4 <https://www.iea.org/commentaries/what-does-the-current-global-energy-crisis-mean-for-energy-investment>

5 <https://www.citigroup.com/citi/sustainability/net-zero.htm>

6 <https://www.unepfi.org/net-zero-banking/commitment/>7 <https://www.bankingonclimatechaos.org/>8 <https://www.bankingsupervision.europa.eu/press/speeches/date/2022/html/ssm.sp220922-bb043aa0bd.en.html>9 <https://www.bankingsupervision.europa.eu/press/pr/date/2022/html/ssm.pr220708~565c38d18a.en.html>10 <https://www.federalreserve.gov/newsevents/pressreleases/other20220929a.htm>11 <https://www.bis.org/review/r220223e.htm>12 <https://oilgaspolicytracker.org/>13 <https://coalpholicytool.org/>14 <https://stopthemoneypipeline.com/>15 <https://www.bis.org/bebs/publ/d517/pdf>

Management Comment

Summary

The shareholder proposal requests that the Board adopt a policy "for a time bound phase out of Citi's lending and underwriting to projects and companies engaging in new fossil fuel exploration and development."

In 2021, Citi made a commitment to net zero emissions by 2050, and in January 2022 Citi published its 2021 Taskforce on Climate-related Financial Disclosures (TCFD) Report, including climate science-based 2030 emissions reduction targets for its Energy and Power loan portfolios. The Energy target - an absolute emissions reduction target of 29% - was developed using the International Energy Agency (IEA) Net Zero Emissions by 2050 scenario, and the Power target - an intensity target of 63% - was developed using the IEA Sustainable Development Scenario OECD pathway. Both scenarios are net zero aligned. Most recently, in February 2023 Citi published its 2022 TCFD Report, which included additional 2030 targets for its loan portfolios.

A timebound commitment to phase out fossil fuels, without ensuring continued access to energy, could lead to a disorderly transition that fails to accommodate critical energy security considerations and the workers and communities that could be harmed. Citi's aim is to support the energy transition by focusing on investing in clean energy technologies and helping our clients reduce their carbon footprints as they transition.

Our climate strategy is about investment rather than divestment and includes 1) our emissions targets for 2030 across the energy value chain; 2) our commitment to engage with our clients to help finance their transition; and 3) increased financing and support of climate solutions. All these actions are needed to ensure that the world's energy needs continue to be met while the system decarbonizes, and to ensure that Citi's actions do not result merely in clients shifting to financial institutions that lack such climate commitments.

Important Points to Consider:

➤ *Citi's commitment to net zero transition:*

Citi continues to take concrete steps to develop its Net Zero Plan. Following our initial commitment to net zero GHG emissions by 2050 and net zero operations by 2030, in January 2022 Citi published its 2030 emissions targets for its Energy and Power portfolios, and in February 2023, Citi published additional 2030 emissions targets. Our climate strategy combines our net zero targets with a focus on helping clients to transition, while also increasing our financing of climate solutions. Encouraging a responsible and orderly energy transition will enable Citi to better manage and reduce risks and to capitalize on opportunities in sustainable and transition finance.

➤ *Citi's engagement with clients:*

Citi and many of its clients recognize the significance of the effort needed to address our global climate challenges. Many clients have committed or are expected to commit to plans and targets to decarbonize and transition their business models. Citi believes that it can support these clients and others as they make these fundamental shifts to their businesses in the coming years. The Proposal, however, assumes that terminating lending and underwriting relationships must be the primary strategy to fulfill the IEA's Net Zero Emissions by 2050 Roadmap, without full consideration of the climate and financial benefits of Citi's commitment to finance the transition.

➤ *Environmental and Social Risk Management:*

Citi has a long-standing Environmental and Social Risk Management (ESRM) Policy, which includes sector approaches for thermal coal mining and coal-fired power. Since establishing our net zero commitment, Citi has pivoted from a focus on ESRM sectoral policies to developing a robust client engagement and transition finance program combined with a data-driven decarbonization approach. We believe that this strategy will drive decarbonization of our loan portfolios, enhanced risk management, and value creation for our shareholders.

Citi's climate actions over the past several years have included its net zero commitment and release of 2030 emissions reduction targets. Citi's Net Zero Plan, which it continues to update annually in its TCFD Report, reflects the level of quantitative and science-based analysis necessary to manage these loan portfolios to net zero emissions, will help Citi to better understand and manage climate-related risks, and will best position Citi to compete in the sustainable and transition finance markets.

Therefore, the Board recommends a vote **AGAINST** this Proposal 9.



Submission of Future Stockholder Proposals

Under SEC Rule 14a-8, a stockholder who intends to present a proposal at the next Annual Meeting of Stockholders and who wishes the proposal to be included in the Proxy Statement for that meeting must submit the proposal in writing to the Corporate Secretary of Citi at 388 Greenwich Street, New York, New York 10013 and send to the following email address: shareholderrelations@citi.com. Proposals for the 2024 Annual Meeting must be received no later than November 16, 2023. The proposal and its proponent must satisfy all applicable requirements of Rule 14a-8.

Citi's By-laws permit a stockholder or group of stockholders (up to 20) who have owned at least 3% of Citi common stock for at least three years to submit Director nominees (up to the greater of two nominees or 20% of the Board, as determined in accordance with the By-laws) for inclusion in Citi's Proxy Statement if the nominating stockholder(s) satisfies the requirements specified in the By-laws. With respect to stockholder nominees for Director election submitted for inclusion in Citi's Proxy Statement for the 2024 Annual Meeting, written notice of nominations must be provided by the stockholder proponent(s) to Citi in accordance with Citi's By-laws. The notice must be delivered to, or mailed and received by, Citi's Corporate Secretary not earlier than October 17, 2023 and not later than November 16, 2023. These deadlines are based on the 150th day and 120th day, respectively, before the one-year anniversary of the date that the Proxy Statement for this Annual Meeting was first sent to stockholders (which date, for purposes of Citi's By-laws, is March 15, 2023). The ability to include a nominee in Citi's Proxy Statement is subject to the terms and conditions set forth in Citi's By-laws.

With respect to stockholder nominees for Director election at the next Annual Meeting (other than nominees submitted for inclusion in Citi's proxy materials) and stockholder proposals for consideration at the next Annual Meeting that are not submitted for inclusion in Citi's proxy materials under Rule 14a-8, written notice of nominations and proposals must be provided by the stockholder proponent to Citi in accordance with Citi's By-laws. The notice must be delivered to, or mailed and received by, Citi's Corporate Secretary, not earlier than December 27, 2023 and not later than January 26, 2024 and must comply with all applicable provisions of Citi's By-laws. You may obtain a copy of Citi's By-laws on Citi's website or by writing to Brent J. McIntosh, Corporate Secretary, at 388 Greenwich Street, New York, New York 10013 or to the following email address: shareholderrelations@citi.com.

In addition to the notice and information requirements contained in Citi's By-laws, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than Citi's nominees must provide notice to Citi's Corporate Secretary at the address noted above that sets forth the information required by Rule 14a-19 under the Exchange Act no later than February 25, 2024.

Cost of Annual Meeting and Proxy Solicitation

Citi pays the cost of the Annual Meeting and the cost of soliciting proxies. In addition to soliciting proxies by mail, Citi may solicit proxies by personal interview, telephone, and similar means. No Director, officer, or employee of Citi will be specially compensated for these activities. Citi also intends to request that brokers, banks, and other nominees solicit proxies from their principals and will pay the brokers, banks, and other nominees certain expenses they incur for such activities. Citi has retained Morrow Sodali LLC, 333 Ludlow Street, 5th Floor, South Tower, Stamford, CT 06902, a proxy soliciting firm, to assist in the solicitation of proxies, for an estimated fee of \$30,000 plus reimbursement of certain out-of-pocket expenses.

Householding

Under SEC rules, a single set of Annual Reports and Proxy Statements may be sent to any household at which two or more stockholders reside if they appear to be members of the same family. Each stockholder continues to receive a separate proxy card. This procedure, referred to as householding, reduces the volume of duplicate information stockholders receive and reduces mailing and printing expenses. In accordance with a notice sent to certain stockholders who shared a single address, only one Annual Report and Proxy Statement will be sent to that address unless any stockholder at that address requested multiple sets of documents be sent. However, if any stockholder who agreed to householding wishes to receive a separate Annual Report or Proxy Statement, he or she may telephone toll-free 1-866-540-7095 or write to Broadridge Financial Services, Inc., Householding Department, 51 Mercedes Way, Edgewood, NY 11717. Stockholders sharing an address who wish to receive a single set of reports may do so by contacting their banks or brokers, if they are beneficial holders, or by contacting Broadridge at the address set forth above, if they are record holders.

About the 2023 Annual Meeting

Q: Who is soliciting my vote?

A: The Board of Directors of Citigroup Inc. is soliciting your vote at the 2023 Annual Meeting of Citi's stockholders.

Q: Where and when will the 2023 Annual Meeting take place?

A: The Annual Meeting is scheduled to begin at 9:00 a.m. E.T. on April 25, 2023 through a virtual meeting platform. You or your proxyholder can participate, vote, ask questions and examine the rules of the meeting at the Annual Meeting by visiting www.virtualshareholdermeeting.com/CITI2023 and using your 16-digit control number. Electronic entry to the meeting will begin at 8:45 a.m. E.T. and the meeting will begin promptly at 9:00 a.m. E.T. If you encounter difficulties accessing the virtual meeting, please call the technical support number that will be posted at www.virtualshareholdermeeting.com/CITI2023.

Q: Why did I receive a one-page Notice in the mail regarding the Internet availability of proxy materials this year instead of a full set of proxy materials?

A: Pursuant to rules adopted by the Securities and Exchange Commission, we have elected to mail to many of our stockholders a *Notice of Internet Availability of Proxy Materials* instead of a paper copy of the proxy materials. All stockholders receiving the Notice will have the ability to access the proxy materials over the Internet and receive a paper copy of the proxy materials by mail on request. Instructions on how to access the proxy materials over the Internet or to request a paper copy may be found in the Notice. In addition, the Notice contains instructions on how you may access proxy materials in printed form by mail or electronically on an ongoing basis. This process has allowed us to expedite our stockholders' receipt of proxy materials, lower the costs of distribution, and reduce the environmental impact of our 2023 Annual Meeting.

Q: Why didn't I receive a Notice in the mail about the Internet availability of the proxy materials?

A: We are providing some of our stockholders, including stockholders who have previously asked to receive paper copies of the proxy materials and some of our stockholders who are living outside of the United States, with paper copies of the proxy materials instead of a Notice. In addition, we are providing a Notice by email to those stockholders who have previously elected delivery of the proxy materials electronically. Those stockholders should have received an email containing a link to the website where those materials are available and a link to the proxy voting website.

Q: How can I access Citi's proxy materials and Annual Report electronically?

A: This Proxy Statement and the 2022 Annual Report are available on Citi's website at www.citigroup.com. Click on "Investors," then "Corporate Governance." Most stockholders can elect not to receive paper copies of future Proxy Statements and Annual Reports and can instead view those documents on the Internet. Information on or connected to our website (or the website of any third party) referenced in this Proxy Statement is in addition to and not a part of or incorporated by reference into this Proxy Statement.

If you are a stockholder of record, you can choose this option and save Citi the cost of producing and mailing these documents by following the instructions provided when you vote over the Internet. If you hold your Citi stock through a bank, broker, or other holder of record, please refer to the information provided by that entity for instructions on how to elect not to receive paper copies of future Proxy Statements and Annual Reports.

If you choose not to receive paper copies of future Proxy Statements and Annual Reports, you will receive an email message next year containing the Internet address to use to access Citi's Proxy Statement and Annual Report. Your choice will remain in effect until you tell us otherwise or until your consent is deemed to be revoked under applicable law. You do not have to elect Internet access each year. To view, cancel, or change your enrollment profile, please go to www.InvestorDelivery.com.

Q: What will I be voting on?

A:

- Election of Directors (see pages 45-66).
- Ratification of KPMG as Citi's independent registered public accountants for 2023 (see pages 68-69).
- An advisory vote to approve our 2022 executive compensation (see pages 70-110).
- Approval of additional shares for the Citigroup 2019 Stock Incentive Plan (see pages 111-119).
- An advisory vote to approve the frequency of future advisory votes on executive compensation (see page 120).
- Four stockholder proposals (see pages 121-130).

An agenda and rules of procedures for the meeting will be posted on the virtual meeting platform on the day of the meeting.

Q: How many votes do I have?

A: You will have one vote for every share of Citi common stock you owned on February 27, 2023 (the record date).

Q: How many votes can be cast by all stockholders?

A: 1,946,464,604, consisting of one vote for each of Citi's shares of common stock that were outstanding on the record date. There is no cumulative voting.

Q: How many votes must be present to hold the meeting?

A: To constitute a quorum to transact business at the 2023 Annual Meeting, the holders of a majority of the votes that can be cast, or 973,232,303 shares, must be present or represented by proxy at the Annual Meeting. We urge you to vote by proxy even if you plan to attend the Annual Meeting, so that we will know as soon as possible that enough votes will be present for us to hold the Annual Meeting. Persons voting by proxy will be deemed present at the meeting even if they abstain from voting on any or all of the proposals presented for stockholder action. Shares held by brokers who vote such shares on any proposal will be counted as present for purposes of establishing a quorum, and shares treated as broker non-votes for one or more proposals will nevertheless be deemed present for purposes of constituting a quorum for the Annual Meeting.

Q: Does any single stockholder control 5% or more of any class of Citi's voting stock?

A: Yes, there are two stockholders that each control more than 5%. According to a Schedule 13G Information Statement filed by BlackRock, Inc. and certain subsidiaries on February 3, 2023, BlackRock may be deemed to beneficially own 8.4% of Citi's common stock. According to a Schedule 13G Information Statement filed by The Vanguard Group, Inc. on February 9, 2023, Vanguard may be deemed to beneficially own 8.66% of Citi's common stock.

For further information, see *Stock Ownership – Owners of More than 5% of Citi Common Stock* on page 44.

Q: How do I vote?

A: You can vote by proxy whether or not you attend the Annual Meeting. To vote by proxy, stockholders have a choice of voting over the Internet, by QR code, by phone, or by using a traditional proxy card by mail. You can also vote at the Annual Meeting by accessing the virtual meeting platform at www.virtualshareholdermeeting.com/CITI2023. You will need your 16-digit control number.

Vote by Internet
Go to www.proxyvote.com. You will need the 16-digit control number included in your proxy card, voter instruction form, or Notice.



Vote by QR Code
You can scan this QR code to vote your proxy card. You will need the 16-digit control number included in your proxy card, voter instruction form, or Notice.



Vote by Phone
Call the number on your proxy card or the number on your voter instruction form. You will need the 16-digit control number included in your proxy card or voter instruction form.



Vote by Mail
Send the completed and signed proxy card or voter instruction form to the address on your proxy card or voter instruction form.



Vote at the Virtual Meeting
You can vote at the Virtual Annual Meeting by visiting the virtual meeting platform listed above and using your 16-digit control number.

VOTE

To reduce our administrative and postage costs, we ask that you vote using the Internet, by telephone, by mobile phone, or by QR code, all of which are available 24 hours a day. **To ensure that your vote is counted, please remember to submit your vote by 11:59 p.m. E.T. on April 24, 2023.** If you hold your shares in a Citi employee benefit plan, please submit your vote by the date indicated on your proxy card.

If you attend the Virtual Annual Meeting, you may vote your shares at the meeting by accessing www.virtualshareholdermeeting.com/CITI2023. You will need your 16-digit control number to vote. If you hold your Citi common stock through a securities broker (that is, in "street name"), you must obtain a proxy from your broker and access www.virtualshareholdermeeting.com/CITI2023 by using your 16-digit control number.

Q: How do I get a printed proxy card?

A: If you received a Notice instead of the printed materials, there are three ways you may request a proxy card and a full set of materials at no charge. In all three examples you will need the 16-digit control number printed on the Notice.

Requesting a proxy card

By telephone: 1-800-579-1639;
By Internet: www.proxyvote.com; or
By email: sendmaterial@proxyvote.com (send a blank e-mail with the 16-digit control number in the subject line).

Q: Can I change my vote?

A: Yes. Just send in a new proxy card or voter instruction form with a later date, cast a new vote by QR code, telephone or Internet, or send a written notice of revocation to Citi's Corporate Secretary, Brent J. McIntosh, at 388 Greenwich Street, New York, New York 10013. If you attend the 2023 Virtual Annual Meeting you can change your vote by voting on the virtual meeting platform, but simply attending the 2023 Virtual Annual Meeting without voting will not change your vote or revoke a previously granted proxy.

Q: What if I don't vote for some of the matters listed on my proxy card?

A: If you return a signed proxy card without indicating voting instructions, your shares will be voted in accordance with the Board's recommendation **FOR** the nominees listed on the card, **FOR** KPMG as independent registered public accountants for 2023, **FOR** our 2022 executive compensation, **FOR** an amendment to the Citigroup 2019 Stock Incentive Plan for the approval of additional shares, **FOR** an annual advisory vote on executive compensation and **AGAINST** the stockholder proposals. If you only vote for certain matters, the remaining matters will be voted as set forth above. See also "Could other matters be decided at the 2023 Annual Meeting?"

Q: Can my shares held in street name be voted if I don't return my voter instruction card and don't attend the 2023 Annual Meeting?

A: If you don't vote your shares held in street name, your broker can vote your shares on matters that the New York Stock Exchange (NYSE) has ruled discretionary.

Discretionary Items. KPMG's appointment is a discretionary item. NYSE member brokers who do not receive instructions from beneficial owners may vote on this proposal as follows: (i) a Citi affiliated member is permitted to vote your shares in the same proportion as all other shares are voted with respect to this proposal, and (ii) all other NYSE member brokers are permitted to vote your shares at their discretion.

Non-discretionary Items. Brokers will not be able to vote your shares on the election of Directors, the advisory vote to approve our 2022 executive compensation, the amendment to the Citigroup 2019 Stock Incentive Plan for the approval of additional shares, the advisory vote on the frequency of future advisory votes on executive compensation, and the stockholder proposals, if you fail to provide instructions. Generally, broker non-votes occur on a matter when a broker is not permitted to vote on that matter without instructions from the beneficial owner and instructions are not given.

If your shares are registered directly in your name, not in the name of a bank or broker, you must vote your shares or your vote will not be counted. **Please vote your proxy so your vote can be counted.**

Q: If I hold shares through Citigroup's employee benefit plans and do not provide voting instructions, how will my shares be voted?

A: If you hold shares of common stock through Citigroup's employee benefit plans or stock incentive plans and do not provide voting instructions to the plans' trustees or administrators, your shares will be voted in the same proportion as the shares beneficially owned through such plans for which voting instructions are received, unless otherwise required by law.

Q: What vote is required, and how will my votes be counted, to elect Directors and to adopt the other proposals?

A: The following chart describes the proposals to be considered at the meeting, the vote required to elect Directors and to adopt each of the other proposals, and the manner in which votes will be counted:

Proposal	Voting Options	Vote Required to Adopt the Proposal	Effect of Abstentions	Effect of "Broker Non-Votes" ⁽¹⁾
Election of Directors	For, against, or abstain on each nominee	A nominee for Director will be elected if the votes cast for such nominee exceed the votes cast against such nominee.	No effect	No effect
Ratification of KPMG	For, against, or abstain	The affirmative vote of a majority of the shares of common stock represented at the Annual Meeting and entitled to vote thereon.	Treated as votes against	Brokers have discretion to vote
Advisory vote to approve our 2022 executive compensation	For, against, or abstain	The affirmative vote of a majority of the shares of common stock represented at the Annual Meeting and entitled to vote thereon.	Treated as votes against	No effect
Approval of additional shares for the Citigroup 2019 Stock Incentive Plan	For, against, or abstain	The affirmative vote of a majority of the shares of common stock represented at the Annual Meeting and entitled to vote thereon.	Treated as votes against	No effect
Advisory vote to approve the frequency of future advisory votes on executive compensation	Stockholders may select whether such votes should occur every year, every two years or every three years, or stockholders may abstain from voting	The Company will treat the voting option that receives the greatest number of affirmative votes of the shares of common stock represented at the Annual Meeting and entitled to vote thereon as the option that is approved by the stockholders.	No effect	No effect
Four stockholder proposals	For, against, or abstain	The affirmative vote of a majority of the shares of common stock represented at the Annual Meeting and entitled to vote thereon.	Treated as votes against	No effect

(1) A broker non-vote generally occurs when a broker is not permitted to vote on a matter without instructions from a customer having beneficial ownership in the securities and has not received such instructions. Broker non-votes will not be counted as shares entitled to vote on the relevant proposal.

If a nominee for Director is not re-elected by the required vote, he or she will remain in office until a successor is elected and qualified or until his or her earlier resignation or removal. Citi's By-laws provide that in the event a Director nominee is not re-elected, such Director shall offer to resign from his or her position as a Director. Unless the Board decides to reject the offer or to postpone the effective date of the offer, the resignation shall become effective 60 days after the date of the election.

The result of the votes on an advisory vote on our 2022 executive compensation and on the frequency of future advisory votes are not binding on the Board, whether or not the resolution is passed under the voting standards described above. In evaluating the stockholder vote on the advisory resolution, the Board will consider the voting results in their entirety.

Q: Is my vote confidential?

A: In 2006, the Board adopted a confidential voting policy as part of its Corporate Governance Guidelines. Under the policy, except as necessary to meet applicable legal requirements or as otherwise described below, all votes, whether submitted by proxies, ballots, Internet voting, telephone voting, or otherwise are kept confidential for registered stockholders who request confidential treatment. If you are a registered stockholder and would like your vote kept confidential, please check the appropriate box on the proxy card or follow the instructions when submitting your vote by telephone, mobile phone, QR Code or by Internet. If you hold your shares in "street name" or through an employee benefit plan or stock incentive plan, your vote already receives confidential treatment and you do not need to request confidential treatment in order to maintain the confidentiality of your vote.

The confidential voting policy will not apply in the event of a proxy contest or other solicitation based on an opposition Proxy Statement and in certain other limited circumstances. For further details regarding this policy, please see the Corporate Governance Guidelines, available on Citi's website at www.citigroup.com.

Q: Could other matters be decided at the 2023 Annual Meeting?

A: We don't know of any matters that will be considered at the Annual Meeting other than those described above. If a stockholder proposal that was excluded from this Proxy Statement is brought before the meeting, the Chair will declare such proposal out of order, and it will be disregarded, or we will vote the proxies **AGAINST** the proposal. If any other matters arise at the Annual Meeting that are properly presented at the meeting, the proxies will be voted at the discretion of the proxy holders.

Q: What happens if the meeting is postponed or adjourned or encounters technical difficulties?

A: Your proxy will still be good and may be voted at the postponed or adjourned meeting. You will still be able to change or revoke your proxy until it is voted. If there are any technical issues in convening or hosting the meeting, information on when and how the meeting will be reconvened will be displayed during the scheduled time of the meeting on the Virtual Meeting Platform.

Q: Should I register to attend the 2023 Annual Meeting?

A: Yes. To register for the meeting you will need to access the Shareholder Meeting Registration at www.proxyvote.com and follow the instructions provided (you will need the 16-digit control number included on your proxy card, voter instruction form, or *Notice of Internet Availability of Proxy Materials*). We encourage stockholders to log in to this website and access the webcast before the Virtual Annual Meeting's start time. Further instructions on how to attend, participate in and vote at the Virtual Annual Meeting, including how to demonstrate your ownership of our stock as of the record date, are available at www.virtualshareholdermeeting.com/CITI2023.

Q: Can I submit a question during or in advance of the Annual Meeting?

A: Yes. Stockholders may submit questions during the virtual meeting or in advance. You may submit a question in advance of the meeting at www.proxyvote.com after logging in with your 16-digit control number and entering your first and last name and email address. **If you are submitting questions in advance, please remember to submit your question by 11:59 p.m. E.T. on April 21.** Questions may also be submitted during the Annual Meeting through www.virtualshareholdermeeting.com/CITI2023. All stockholders will need their 16-digit control number to ask questions; that number can be found on the proxy cards, voting instruction forms or other notices you received previously—as well as your first and last name and email address. You will be prompted to submit your name and write your question. If you encounter difficulties accessing the virtual meeting, please call the technical support number that will be posted at www.virtualshareholdermeeting.com/CITI2023.

Q: What is the appropriate subject matter for questions during the Annual Meeting?

A: Citi's Chair and/or CEO will answer your questions relating to Citi's business and operations. If you need assistance with a personal financial issue, please enter your concern in the web portal during the meeting and a member of Citi's Customer Service Team will contact you. Questions that are substantially similar may be grouped and answered once to avoid repetition. Questions related to personal matters, that are not pertinent to Annual Meeting matters, or that contain derogatory references to individuals, use offensive language, or are otherwise out of order or not suitable for the conduct of the Annual Meeting will not be addressed during the meeting.

Annex A

Additional Information Regarding Proposal 3

Glossary

Cumulative Earnings per Share for our Performance Share Units is determined by adding the diluted earnings per share based on net income allocated to common stockholders from our quarterly earnings reports for the 12 quarters of the applicable three-year performance period.

Efficiency Ratio A ratio signifying how much of a dollar in expense (as a percentage) it takes to generate one dollar in revenue. Represents total operating expenses divided by total revenues, net.

Operating Leverage represents the annual change in [(Revenues, net of Interest Expense in bps), less (the annual change in Operating Expenses in bps)].

Return on Assets (ROA) is net income (annualized), divided by average assets for the year.

Return on Common Equity is net income less preferred dividends (both annualized), divided by average common equity for the period.

Return on Tangible Common Equity (RoTCE), which is a non-GAAP financial measure, is annualized net income for a business or Citigroup (minus preferred dividends in the case of Citigroup) divided by average tangible common equity for the year.

Tangible Book Value per Share, which is a non-GAAP financial measure, is Tangible Common Equity at year end divided by Common Shares outstanding at year end.

Total Payout Ratio is the sum of dividends paid to common shareholders plus common share repurchases, divided by (Net Income, less preferred dividends).

Citigroup – Quantitative Scorecard Metric Details and Reconciliations

(In millions of dollars, except ratios and bps)

	2022			2021			2022 vs. 2021			2020		
	Citigroup	ICG	PBWM	Citigroup	ICG	PBWM	Citigroup	ICG	PBWM	Change in bps		
Income from Continuing Operations before Income Taxes	\$18,807	\$13,996	\$4,205				\$27,469					
Less: Provision for Income Taxes	3,642	3,258	886				5,451					
Add: Income from Discontinued Operations	(231)	—	—				7					
Less: Noncontrolling Interests	89	79	—				73					
Net Income	\$14,845	\$10,659	\$3,319				\$21,952					
Average Assets	\$2,396,023				\$2,347,709							
Return on Assets (Net Income/ Average Assets)	0.62%				0.94%							
Total Revenues, Net of Interest Expense	\$75,338	\$41,206	\$24,217		\$71,884	\$39,836	\$23,327	480.5	343.9	381.5		
Total Operating Expenses	\$51,292	\$26,299	\$16,258		\$48,193	\$23,949	\$14,610	643.0	981.3	1,128.0		
Efficiency Ratio (Operating Expenses/Revenues, Net of Interest Expense)	68%				67%							
Operating Leverage in bps [(annual change in Revenues, net of Interest Expense in bps), less (annual change in Operating Expenses in bps)]								(163)	(637)	(747)		
								% change from 2021			% change from 2020	
Total Revenues, Net of Interest Expense	\$75,338				\$71,884			5%			\$75,501	(5%)
Total Divestiture Impact on Revenues ⁽¹⁾	854				(670)							
Total Revenues, excluding Divestitures Impact	\$74,484				\$72,554			3%				
Total Operating Expenses	\$51,292				\$48,193			6%				
Total Divestiture Impact on Operating Expenses ⁽²⁾	696				1,171							
Total Operating Expenses, excluding Divestitures Impact	\$50,596				\$47,022			8%				
Net Income	\$14,845				\$21,952							
Preferred Stock Dividends	1,032				1,040							
Income Available to Common Shareholders	\$13,813				\$20,912							

(1) Full year 2022 divestiture-related revenue impacts of approximately \$854 million, primarily consisting of: approximately \$618 million Philippines gain on sale; approximately \$209 million Thailand gain on sale; and approximately \$(64) million incremental Australia consumer business loss on sale. Full year 2021 divestiture-related revenue impacts of approximately \$(670) million, primarily consisting of: approximately \$(680) million Australia consumer business loss on sale.

(2) Full year 2022 divestiture-related expense impacts of approximately \$696 million, primarily consisting of: approximately \$535 million goodwill impairment due to re-segmentation and timing of divestitures and approximately \$(161) million of aggregate divestiture-related costs. Full year 2021 divestiture-related expense impacts of approximately \$(1,171) million, primarily consisting of: approximately \$(1.1) billion related to charges incurred from the voluntary early retirement program (VERP) in connection with the wind down of the Korea consumer banking business and contract modification costs related to the Asia divestitures of \$(119) million.

	2022	2021		
	Citigroup	ICG	PBWM	Citigroup
Total Citigroup Stockholders' Equity at December 31, 2022 and 2021	\$201,189			\$201,972
Less: Preferred Stock	18,995			18,995
Total Common Equity at December 31, 2022 and 2021 (A)	\$182,194			\$182,977
Less:				
Goodwill (GW) at December 31, 2022 and 2021	19,691			21,299
Intangible Assets (Other than Mortgage Servicing Rights (MSRs)) at December 31, 2022 and 2021	3,763			4,091
GW and Int. Assets (Other Than MSRs) Related to Assets Held-For-Sale at December 31, 2022 and 2021	589			510
Tangible Common Equity at December 31, 2022 and 2021 (B)	\$158,151			\$157,077
End of Period Common Shares Outstanding (C)	1,936,986,425			1,984,355,194
Book Value Per Share [(A)/(C)]	\$94.06			\$92.21
Tangible Book Value Per Share [(B)/(C)]	\$81.65			\$79.16
Average Tangible Common Equity during 2022 and 2021	\$155,943	\$95,800	\$32,400	\$156,253
Return on Tangible Common Equity	8.9%	11.1%	10.2%	13.4%
Average Common Equity	\$180,093			\$182,421
Return on Common Equity [(Reported Net Income less Preferred Dividends)/Average Common Equity]	7.7%			11.5%
Common Dividends	\$4,028			\$4,196
Common Stock Repurchases	3,250			7,600
Distributions to Common Shareholders (Total Payout)	\$7,278			\$11,796
Total Payout Ratio [Total Payout/(Net Income less Preferred Dividends)]	53%			56%

Annex B

Citigroup 2019 Stock Incentive Plan

(as amended and restated as of April 25, 2023, subject to stockholder approval)
 (marked to show changes from the version of the Plan last approved by stockholders on April 26, 2022)

1. Purpose

The purposes of the Citigroup 2019 Stock Incentive Plan (as amended from time to time, the "Plan") are to (i) align incentive compensation programs with the Company's long-term business objectives and the interests of stockholders; (ii) attract and retain Employees by providing compensation opportunities that are competitive within the global financial services industry; and (iii) provide compensation opportunities that do not create incentives to take imprudent risks.

2. Effective Date and Term

The Plan will become effective on April 16, 2019 (the "Effective Date"), subject to approval by the stockholders of the Company. Unless terminated earlier by the Committee, the Plan will expire on the date of the annual general meeting of stockholders to be held in 2024. The Plan replaces the 2014 Stock Incentive Plan (the "2014 SIP") for Awards granted on or after the Effective Date. Awards may not be granted under the 2014 SIP beginning on the Effective Date, but the adoption and effectiveness of the Plan will not affect the terms or conditions of any outstanding awards granted under the Prior Plans or any other plan prior to the Effective Date.

3. Definitions

"Award" shall mean an Option, SAR, or Stock Award granted under the Plan.

"Award Agreement" shall mean one or more documents (in either paper or electronic form (including by posting on the Company's intranet or other shared electronic medium controlled by the Company to which a Participant has access)) evidencing the terms and conditions of an Award.

"Board" shall mean the Board of Directors of the Company.

"Change of Control" shall have the meaning set forth in Section 11.

"Code" shall mean the Internal Revenue Code of 1986, as amended, including any rules and regulations promulgated thereunder.

"Committee" shall mean the Personnel and Compensation Committee of the Board, or a sub-committee thereof, the members of which shall qualify as "Non-Employee Directors" under Rule 16b-3 of the 1934 Act; provided, however, that with respect to the application of the Plan to Directors, unless specifically provided otherwise herein, "Committee" shall mean the Board. Unless expressly provided otherwise herein or not permitted by applicable law, "Committee" includes any authorized delegate of the Committee, including each Plan Administrator. For avoidance of doubt, a failure of one or more members of the Committee to qualify as "Non-Employee Directors" under Rule 16b-3 of the 1934 Act shall not impair the validity of actions taken by the Committee, including the granting of any Award.

"Common Stock" shall mean the common stock of the Company, par value \$.01 per share.

"Company" shall mean Citigroup Inc., a Delaware corporation.

"Deferred Stock Award" shall mean an Award payable in shares of Common Stock at the end of a specified deferral period that is subject to the terms, conditions, limitations, and restrictions set forth in the Plan and an Award Agreement.

"Director" shall mean a member of the Board who is not also an active employee or officer of the Company or a Subsidiary.

"Employee" shall have the meaning set forth in General Instruction A to the Registration Statement on Form S-8 promulgated under the Securities Act of 1933, as amended, in effect on the Effective Date. Notwithstanding the foregoing, consultants and advisors (other than Directors) shall not be eligible to receive Awards under the Plan.

"Fair Market Value" shall mean, in the case of a grant of an Option or a SAR, the closing price of a share of Common Stock on the New York Stock Exchange (or, if the Common Stock is not traded on the New York Stock Exchange, the principal national securities exchange upon which the Common Stock is traded or quoted) on the date on which the Option or the SAR is granted. For all other purposes of administering an Award (including Options and SARs granted as Substitute Awards), "Fair Market Value" shall be as determined pursuant to the valuation methodology approved for such purpose by the Committee.

"GAAP" shall mean U.S. generally accepted accounting principles.

"Gross Misconduct" shall mean any conduct by a Participant (a) while employed by the Company or a Subsidiary that is competitive with the Company's or any Subsidiary's business operations, (b) that is in breach of any obligation that Participant owes to the Company or any Subsidiary or of that Participant's duty of loyalty to the Company or any Subsidiary, (c) that is materially injurious to the Company or any Subsidiary, or (d) that otherwise constitutes "gross misconduct" as determined pursuant to guidelines adopted by the Committee or a Plan Administrator.

"Participant" shall mean an Employee or former Employee who holds an Award under the Plan (and the legal representative of the estate of a deceased Participant).

"Performance Condition" shall mean any condition to the vesting of an Award based on the performance of the Company (including one or more of its Subsidiaries), the performance of any branch, business unit of the Company (or of any Subsidiary), or the performance of an individual Participant (other than remaining employed by the Company or a Subsidiary), whether based on absolute or relative performance measures.

"Plan Administrator" shall mean any officer or employee of the Company or a Subsidiary performing a function related to administration of the Plan as part of his or her normal job duties, and any director, officer, or employee, whether acting alone or as part of a committee or other group, or non-employee agent, to whom any authority over any matter related to administration of the Plan or any Award has been directly or indirectly delegated by the Committee.

"Prior Plans" shall mean the 2014 SIP and the Citigroup 2009 Stock Incentive Plan.

"Repricing" shall mean (a) any action that constitutes a "repricing" under GAAP or the rules of the New York Stock Exchange (including any modification or amendment to an outstanding Option or SAR that has the effect of reducing its exercise price), (b) any cancellation of an Option or SAR when its exercise price exceeds Fair Market Value in exchange for cash, (c) any cancellation of an Option or SAR in exchange for a new Option or SAR with a

lower exercise price, or (d) a substitution of a Stock Award or SAR when its exercise price exceeds Fair Market Value; in each case other than an adjustment to an outstanding Award that is consistent with the requirements of Section 6(d).

"Restricted Stock Award" shall mean an Award of Common Stock that is subject to the terms, conditions, limitations, and restrictions set forth in the Plan and an Award Agreement.

"SAR" shall mean "stock appreciation right," which is a right to receive a payment, during a specified term, in cash, Common Stock, or a combination thereof, in an amount equal to the excess of the Fair Market Value of a specified number of shares of Common Stock at the time the SAR is exercised over the exercise price of such SAR, which right is subject to the terms, conditions, limitations, and restrictions set forth in the Plan and an Award Agreement.

"Section 16(a) Officer" shall mean an Employee who is subject to the reporting requirements of Section 16(a) of the 1934 Act.

"Stock Award" shall mean a Deferred Stock Award, a Restricted Stock Award, a Stock Payment, or Other Stock-Based Award.

"Stock Payment" shall mean an immediately vested payment in shares of Common Stock that may or may not be in lieu of cash.

"Subsidiary" shall mean any of the consolidated subsidiaries of the Company.

"Substitute Award" shall mean an Award designated as such and granted in connection with a transaction between the Company or a Subsidiary and another entity or business in substitution or exchange for, or conversion, adjustment, assumption, or replacement of, awards previously granted by such other entity to any individuals who have become Employees of the Company or any Subsidiary as a result of such transaction or who were formerly employed by the acquired entity. An Award granted as an inducement to joining the Company or a Subsidiary in replacement of an award forfeited when leaving a previous employer to join the Company or a Subsidiary shall not be considered a Substitute Award.

"1934 Act" shall mean the Securities Exchange Act of 1934, as amended, including the rules and regulations promulgated thereunder and any successor thereto.

4. The Committee

- (a) **Committee Authority.** The Committee shall have full and exclusive power to administer and interpret the Plan, to grant Awards and to adopt such administrative rules, regulations, procedures, and guidelines governing the Plan and Awards as it deems appropriate from time to time. The Committee's authority shall include, but not be limited to, the authority to (i) determine the type of Awards to be granted under the Plan; (ii) select Award recipients and determine the extent of their participation; and (iii) establish all other terms, conditions, limitations, and restrictions applicable to Awards, Award programs and the shares of Common Stock issued pursuant thereto. Subject to the limitations set forth in the Plan, the Committee may suspend, accelerate, or defer the vesting or payment of Awards, cancel or modify outstanding Awards, waive any conditions or restrictions imposed with respect to Awards or the Common Stock issued pursuant to Awards, and make any and all other determinations that it deems appropriate with respect to the administration of the Plan.
- (b) **Administration of the Plan.** The administration of the Plan shall be managed by the Committee. The Committee shall have the power to prescribe and modify, as necessary, the form of Award Agreement, to correct any defect, supply any omission, or clarify any inconsistency in the Plan and/or in any Award Agreement and to take such actions and make such administrative determinations that the Committee deems

appropriate. Any decision of the Committee in the administration of the Plan shall be final, binding, and conclusive on all parties concerned, including the Company, its stockholders and Subsidiaries, and all Participants.

- (c) **Delegation of Authority.** To the extent not inconsistent with applicable law, the rules of the New York Stock Exchange, or other provisions of the Plan, the Committee may at any time delegate to a Plan Administrator some or all of its authority over the administration of the Plan, with respect to persons who are not Section 16(a) Officers. Actions taken or determinations made by or ratified by a duly authorized Plan Administrator shall have the same force and effect as if undertaken or made by the Committee, and all references in the Plan to the Committee (except with respect to actions or determinations related exclusively to Section 16(a) Officers) shall be deemed to include a reference to a duly authorized Plan Administrator.
- (d) **Prohibition Against Repricing.** Notwithstanding any provision of the Plan to the contrary, in no event shall any action be taken under the Plan that constitutes a Repricing of any Option or SAR granted under the Plan, or of any option or stock appreciation right granted under the Prior Plans or of an acquired company, except with approval of the stockholders of the Company.
- (e) **Indemnification.** No member of the Committee or any Plan Administrator shall be personally liable for any action or determination made with respect to the Plan, except for his or her own willful misconduct or as expressly provided by statute. The members of the Committee and every Plan Administrator shall be entitled to indemnification and reimbursement from the Company, to the extent permitted by applicable law and the By-laws and policies of the Company. In the performance of its functions under the Plan, the Committee (and each member of the Committee and every Plan Administrator) shall be entitled to rely in good faith upon information and advice furnished by the Company's officers, employees, accountants, counsel, and any other party they deem appropriate, and neither the Committee nor any Plan Administrator shall be liable for any action taken or not taken in reliance upon any such advice.

5. Participation

- (a) **Eligible Employees.** The Committee shall determine which Employees shall be eligible to receive Awards under the Plan, provided that consultants and advisors (other than members of the Board in their roles as such) shall not be eligible to receive Awards under the Plan. Former Employees may be eligible to receive Awards under the Plan, but only if a Substitute Award or with respect to their last year of service. With respect to Employees subject to U.S. income tax, Options and SARs (unless Substitute Awards) shall only be granted to such Employees who provide direct services to the Company or a Subsidiary of the Company as of the date of grant of the Option or SAR.
- (b) **Participation by Employees of Subsidiaries.** Employees of Subsidiaries may participate in the Plan upon approval of Awards to such Employees by the Committee. Awards to Employees of Subsidiaries may be conditioned upon the Subsidiary's agreement to reimburse the Company for costs and expenses of such participation, as determined by the Committee.
- (c) **Participation Outside of the United States.** In order to facilitate the granting of Awards to Employees who are foreign nationals or who are employed outside of the U.S., the Committee may provide for such special terms and conditions, including, without limitation, substitutes for Awards, as the Committee may consider necessary or appropriate to accommodate differences in local law, tax policy, or custom. Any special terms or conditions adopted by the Committee in accordance with this Section 5(c) may be set forth in a sub-plan, which shall constitute a part of this Plan; provided that the terms and conditions of any such sub-plan shall not be inconsistent with the terms and conditions of this Plan, as then in effect.

(d) **Maximum Individual Awards**

- (i) **Limits on Awards to Directors.** The maximum number of shares of Common Stock subject to Awards granted during a single calendar year to any Director, taken together with any cash fees paid during the calendar year to the Director, in respect of the Director's service as a member of the Board during such year (including service as a member or chair of any committees of the Board), shall not exceed \$1,000,000 in total value (calculating the value of any such Awards based on the grant date fair value of such Awards in accordance with GAAP). The independent members of the Board may make exceptions to this limit for a non-executive chair of the Board, provided that the Director receiving such additional compensation may not participate in the decision to award such compensation.
- (ii) **Limits on SARs.** The aggregate number of shares of Common Stock that may be subject to SARs granted to an individual Employee (other than as a Director) in a calendar year may not exceed 1,000,000 shares (subject to adjustment pursuant to Section 6(d)).
- (iii) **Limits on Stock Awards.** The aggregate number of shares of Common Stock that may be subject to all Stock Awards granted to an individual Employee (other than as a Director) in a calendar year may not exceed 1,000,000 shares (subject to adjustment pursuant to Section 6(d)).
- (iv) **Substitute Awards.** Notwithstanding the foregoing, shares subject to an Award that is a Substitute Award shall not count against any individual Award limit in this Section 5(d).

6. Available Shares of Common Stock

- (a) **Shares Subject to the Plan.** Common Stock issued pursuant to Awards granted under the Plan may be shares that have been authorized but unissued, or have been previously issued and reacquired by the Company, or both. Reacquired shares may consist of shares purchased in open market transactions or otherwise. Pursuant to and subject to the other provisions of this Section 6, the aggregate number of shares of Common Stock that may be issued pursuant to Awards granted under the Plan shall not exceed the sum of (i) thirty million (30,000,000) shares; and (ii) any additional number of shares that may be authorized for issuance pursuant to any amendments to the Plan approved by stockholders of the Company after the Effective Date. Effective April 21, 2020, pursuant to an amendment to the Plan approved by stockholders of the Company, an additional 15 million (15,000,000) shares of Common Stock were authorized for issuance to Participants pursuant to Awards granted under the Plan. Effective April 27, 2021, pursuant to an amendment to the Plan approved by stockholders of the Company, an additional 20 million (20,000,000) shares of Common Stock were authorized for issuance to Participants pursuant to Awards granted under the Plan. Effective April 26, 2022, pursuant to an amendment to the Plan approved by stockholders of the Company, an additional 36 million (36,000,000) shares of Common Stock were authorized for issuance to Participants pursuant to Awards granted under the Plan. Effective April 25, 2023, pursuant to an amendment to the Plan approved by stockholders of the Company, an additional 28 million (28,000,000) shares of Common Stock were authorized for issuance to Participants pursuant to Awards granted under the Plan.
- (b) **Forfeited and Expired Awards.** Awards granted under the Plan or the Prior Plans that, after the Effective Date, are forfeited, expire, or are cancelled or settled without issuance of shares shall not count against the maximum number of shares that may be issued under the Plan as set forth in Section 6(a) and shall be available for future Awards under the Plan. Notwithstanding the foregoing, all shares of Common Stock that are (i) withheld or tendered in payment of an Option exercise price or repurchased by the Company with Option exercise proceeds; (ii) withheld or tendered to satisfy any tax withholding obligation (in connection with any Option, SAR, Stock Award, or otherwise); (iii) covered by a SAR (to the extent that it is settled in shares of Common Stock, without regard to the number of shares of Common Stock that are actually issued to the Participant upon exercise); (iv) withheld by the Company to satisfy any debt or other obligation owed to the Company or any Subsidiary; and (v) fractional shares of Common Stock that are cancelled pursuant to Section 7(f), shall be considered issued pursuant to the Plan and shall not be added to the maximum number of shares that may be issued under the Plan as set forth in Section 6(a).

- (c) **Other Items not Included in Allocation.** The maximum number of shares that may be issued under the Plan as set forth in Section 6(a) shall not be affected by (i) the payment in cash of dividends or dividend equivalents in connection with outstanding Awards; or (ii) the grant of Substitute Awards. Any shares purchased by or on behalf of Participants in a dividend reinvestment program established under the Plan shall not count against the maximum number of shares that may be issued under the Plan as set forth in Section 6(a), provided that such shares are purchased in open-market transactions or are treasury shares purchased directly from the Company at Fair Market Value at the time of purchase.
- (d) **Adjustments.** In the event of any change in the Company's capital structure, including but not limited to a change in the number of shares of Common Stock outstanding, on account of (i) any stock dividend, stock split, reverse stock split, spinoff or any similar equity restructuring, or (ii) any combination or exchange of equity securities, merger, consolidation, recapitalization, reorganization, or divestiture or any other similar event affecting the Company's capital structure, to reflect such change in the Company's capital structure, the Committee shall make appropriate equitable adjustments to (i) the maximum number of shares of Common Stock that may be issued under the Plan as set forth in Section 6(a), and (ii) the maximum number of shares that may be granted to any single individual pursuant to the limits set forth in Section 5(d). In the event of any extraordinary dividend, divestiture, or other distribution (other than ordinary cash dividends) of assets to stockholders, or any transaction or event described above, to the extent necessary to prevent the enlargement or diminution of the rights of Participants, the Committee shall make appropriate equitable adjustments to the number or kind of shares subject to an outstanding Award, the exercise price applicable to an outstanding Award, and/or a Performance Condition. Any adjustments under this Section 6(d) shall be made in a manner that does not adversely affect the exemption provided pursuant to Rule 16b-3 under the 1934 Act, to the extent applicable. The Company shall give each Participant notice of an adjustment to an Award hereunder and, upon notice, such adjustment shall be conclusive and binding for all purposes. Notwithstanding the foregoing, the Committee shall decline to adjust any Award made to a Participant if such adjustment would violate applicable law.

7. Awards Under the Plan

Awards under the Plan may be granted as Options, SARs, or Stock Awards, as described below. Awards may be granted singly, in combination, or in tandem as determined by the Committee. Subject to the terms of the Plan (including but not limited to the minimum vesting requirement of Section 7(d)), Awards shall have such terms, conditions, limitations, and restrictions as may be determined by the Committee from time to time, and may include vesting, forfeiture, cancellation and clawback provisions.

- (a) **Options.** Options shall expire after such period, not to exceed 10 years, as may be determined by the Committee. If an Option is exercisable in installments, such installments or portions thereof that become exercisable shall remain exercisable until the Option expires or is otherwise cancelled pursuant to its terms or the terms of the Plan. In no event shall any Option issued under the Plan be a "reload" Option or carry any similar rights.
 - (i) **Exercise Price.** The Committee shall determine the exercise price per share for each Option, which shall not be less than 100% of the Fair Market Value on the grant date, unless the Option is a Substitute Award.
 - (ii) **Exercise of Options.** Upon satisfaction of the applicable conditions relating to vesting and exercisability, as determined by the Committee, and upon provision for the payment in full of the exercise price and applicable taxes due, the Participant shall be entitled to exercise the Option and receive the number of shares of Common Stock issuable in connection with the Option exercise. The shares issued in connection with the Option exercise may be subject to such conditions and restrictions as the Committee may determine, from time to time. An Option may be exercised by any method as may be permitted by the Committee from time to time, including but not limited to any "net exercise" or other "cashless" exercise method.

- (b) **Stock Appreciation Rights.** SARs granted under the Plan shall expire after such term, not to exceed 10 years, as may be determined by the Committee. The exercise price per share of Common Stock subject to a SAR shall not be less than 100% of Fair Market Value on the grant date, unless the SAR is a Substitute Award.
- (c) **Stock Awards**
 - (i) **Stock Payment.** Subject to the terms of the Plan, the Committee may grant vested shares of Common Stock as a Stock Payment. A Stock Payment may be in lieu of cash compensation, but may be subject to restrictions on sale or transfer, or cancellation and recoupment, as determined by the Committee. A Stock Payment under the Plan may be granted as, or in payment of, a bonus determined pursuant to any other plan. Any shares of Common Stock granted as a Stock Payment in lieu of cash compensation shall be valued at their Fair Market Value.
 - (ii) **Restricted Stock.** Upon satisfaction of all conditions to vesting and any tax withholding obligations, and upon the lapse of any post-vesting restrictions on sale or transfer, shares of Common Stock subject to a Restricted Stock Award shall be delivered to a Participant free of restriction.
 - (iii) **Deferred Stock.** A Deferred Stock Award represents only an unfunded, unsecured promise to deliver shares of Common Stock in the future and does not give a Participant any greater rights than those of an unsecured general creditor of the Company. Upon satisfaction of all conditions to vesting and any tax withholding obligations, shares of Common Stock subject to a vested Deferred Stock Award will be issued, and upon the lapse of any post-vesting restrictions on sale or transfer, such shares of Common Stock will be delivered to a Participant free of restriction.
 - (iv) **Other Stock-Based Awards.** To the extent not prohibited by applicable law, the Committee may grant any other Award that is denominated in shares of Common Stock and that may be settled in cash and/or by the delivery of shares of Common Stock (for the avoidance of doubt, an award that by its terms may be settled only in cash shall not be an Award under this Plan).
- (d) **Minimum Vesting Requirement.** Notwithstanding any other provision of the Plan to the contrary, Awards granted under the Plan shall vest no earlier than the first anniversary of the date on which the Award is granted; provided, that the following Awards shall not be subject to the foregoing minimum vesting requirement: any (i) Substitute Awards, (ii) Awards to Directors that vest on the earlier of the one-year anniversary of the date of grant and the next annual meeting of stockholders which is at least 50 weeks after the immediately preceding year's annual meeting, and (iii) any additional Awards the Committee may grant, up to a maximum of five percent (5%) of the available share reserve authorized for issuance under the Plan pursuant to Section 6(a) (subject to adjustment under Section 6(d)); and, provided, further, that the foregoing restriction does not apply to the Committee's discretion to provide for accelerated exercisability or vesting of any Award, including in cases of retirement, death, disability, leave of absence, termination of employment, Change in Control, upon the sale or other disposition of a Participant's employer, or any other similar event, as specified in the Award Agreement.
- (e) **Performance-Based Awards**
 - (i) The Committee may grant Awards that are subject to the achievement of one or more Performance Conditions related to a period of performance of not less than one year.
 - (ii) Performance Conditions may be expressed in either, or a combination of, absolute or relative values or a percentage of: revenue, revenue or product growth, net income (pre- or after-tax), earnings, earnings per share, stockholders' equity or return on stockholders' equity, assets or return on assets, return on risk-adjusted assets, capital or return on capital, return on risk capital, book value or book value per share, economic value-added models or equivalent metrics, operating income, pre- or after-tax income, expenses or reengineering savings, margins, cash flow or cash flow per share, stock price, total

shareholder return, market share, debt reduction, net promoter scores, operating efficiency ratios, expense ratios, liquidity ratios, regulatory achievements or any objective or subjective Performance Conditions selected by the Committee. In addition, such Performance Conditions may be used on an absolute or relative basis to measure the performance of the Company as a whole, any business unit(s) of the Company and its Subsidiaries and/or one or more of its branches or affiliates, or the performance of an individual Participant, and may be used in any combination as the Committee may deem appropriate. Such Performance Conditions may also be based on performance determined on a per share basis (either basic or fully diluted) and/or as compared to the performance of a group of peer or comparator companies, prior performance periods, a published or special index or indices that the Committee deems appropriate, or such other measures selected or defined by the Committee at the time such Performance Conditions are established.

- (iii) The Committee may make objectively determinable adjustments, modifications, or amendments to any Performance Condition as the Committee deems appropriate, including (but not limited to) with respect to items determined to be extraordinary or unusual in nature or infrequent in occurrence, or that are related to discontinued operations, the disposal of a business or assets, or a change in accounting principle under GAAP, or that are attributable to the business operations of any entity acquired by the Company or a Subsidiary during a relevant performance period.

(f) **Fractional Shares.** The Company shall not be obligated to issue any fractional shares of Common Stock in settlement of Awards granted under the Plan. If an Award includes or results in an entitlement to a fractional share for any reason, the Award shall be settled in full by issuance of the maximum whole number of shares of Common Stock the Participant is entitled to receive pursuant to the terms of the Award (upon satisfaction of all applicable conditions to the issuance of shares) and the Company may cancel the fractional share without any compensation to the Participant.

8. Dividends and Dividend Equivalents

The Committee may provide that Stock Awards shall earn dividends or dividend equivalents. Such dividends or dividend equivalents may be paid currently or may be credited to an account maintained on the books of the Company. Any payment or crediting of dividends or dividend equivalents will be subject to such terms, conditions, limitations, and restrictions as the Committee may establish, from time to time, including, without limitation, reinvestment in additional shares of Common Stock or common share equivalents. Notwithstanding the foregoing, the Committee may not provide for the current payment of dividends or dividend equivalents with respect to any shares of Common Stock subject to an Award with a Performance Condition; for such Awards, the Committee may only provide for the accrual of dividends or dividend equivalents that will not be payable to a Participant unless and until, and only to the extent that, the shares of Common Stock subject to the Award vest upon satisfaction of the relevant Performance Condition and all other applicable conditions to vesting. Dividend or dividend equivalent rights shall be as specified in the Award Agreement, or pursuant to a resolution adopted by the Committee with respect to outstanding Awards. No dividends or dividend equivalents shall be paid on Options or SARs.

9. Voting

Unless the Committee has determined otherwise, a Participant shall have the right to direct the vote of issued and outstanding shares of Common Stock subject to continuing restrictions pursuant to the terms of a Stock Award under the Plan. All such shares shall be voted by the Plan Administrator in accordance with instructions received from Participants (unless to do so would constitute a violation of any applicable exchange rules). Any such shares as to which no instructions are received shall be voted by the Plan Administrator proportionately in accordance with instructions received with respect to all other such shares and with respect to shares underlying awards granted pursuant to a Prior Plan that are also subject to continuing restrictions.

10. Nontransferability

Awards granted under the Plan, and during any period of restriction on transferability, shares of Common Stock issued in connection with the exercise of an Option or a SAR, or vesting of a Stock Award, may not be sold, pledged, hypothecated, assigned, margined, or otherwise transferred by a Participant in any manner other than by will or the laws of descent and distribution, unless and until the shares underlying such Award have been issued, and all restrictions applicable to such shares have lapsed or have been waived by the Committee. No Award or interest or right therein shall be subject to the debts, contracts, or engagements of a Participant or his or her successors in interest or shall be subject to disposition by transfer, alienation, anticipation, pledge, encumbrance, assignment, or any other means whether such disposition be voluntary or involuntary or by operation of law, by judgment, lien, levy, attachment, garnishment, or any other legal or equitable proceedings (including bankruptcy and divorce), and any attempted disposition thereof shall be null and void, of no effect, and not binding on the Company in any way.

Notwithstanding the foregoing, the Committee may permit Options and/or shares issued in connection with an Option or a SAR exercise that are subject to restrictions on transferability to be transferred one time and without payment or consideration to a member of a Participant's immediate family or to a trust or similar vehicle for the benefit of a Participant's immediate family members. During the lifetime of a Participant, all rights with respect to Awards shall be exercisable only by such Participant or, if applicable pursuant to the preceding sentence, a permitted transferee.

11. Change of Control of the Company

- (a) The Committee may, at the time an Award is made or at any time prior to, coincident with, or after the time of a Change of Control:
 - (i) provide for the adjustment of any Performance Conditions as the Committee deems necessary or appropriate to reflect the Change of Control;
 - (ii) provide for the cancellation of any Awards then outstanding if the surviving entity or acquiring entity (or the surviving or acquiring entity's parent company) in the Change of Control replaces the Awards with new rights of substantially equivalent value, as determined by the Committee;
 - (iii) provide that upon an involuntary termination of a Participant's employment as a result of a Change of Control, any time periods shall accelerate, and any other conditions relating to the vesting, exercise, payment, or distribution of an Award shall be waived; or
 - (iv) provide that Awards shall be purchased for an amount of cash equal to the amount that could have been obtained for the shares covered by a Stock Award if it had been vested or by an Option or SAR if it had been exercised at the time of the Change of Control.
- (b) Notwithstanding any other provisions of the Plan or an Award Agreement to the contrary, the vesting, payment, purchase, or distribution of an Award may not be accelerated by reason of a Change of Control for any Participant unless the Participant's employment is involuntarily terminated as a result of the Change of Control. For purposes of this Section 11, a Participant's employment will be deemed to have been involuntarily terminated as a result of a Change of Control if it is involuntarily terminated other than for Gross Misconduct at any time beginning on the date of the Change of Control up to and including the first anniversary of the Change of Control.
- (c) A "Change of Control" shall be deemed to occur if and when:
 - (i) any person, including a "person" as such term is used in Section 14(d)(2) of the 1934 Act (a "Person"), is or becomes a beneficial owner (as such term is defined in Rule 13d-3 under the 1934 Act), directly or indirectly, of securities of the Company representing 30% or more of the combined voting power of the Company's then outstanding securities;

- (ii) individuals who, as of the Effective Date, constitute the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the Effective Date whose election, or nomination for election by the Company's stockholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board, shall be considered as though such individual were a member of the Incumbent Board, but excluding for this purpose any such individual whose initial assumption of office occurs as a result of either an actual or threatened election contest (as such terms are used in Rule 14a-11 of Regulation 14A promulgated under the 1934 Act) or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board;
- (iii) all or substantially all of the assets of the Company are sold, transferred, or distributed, or the Company is dissolved or liquidated; or
- (iv) a reorganization, merger, consolidation, or other corporate transaction involving the Company ("Transaction") is consummated, in each case, with respect to which the stockholders of the Company immediately prior to such Transaction do not, immediately after the Transaction, own more than 50% of the combined voting power of the Company or other corporation resulting from such Transaction in substantially the same respective proportions as such stockholders' ownership of the voting power of the Company immediately before such Transaction.

12. Award Agreements

Each Award under the Plan shall be evidenced by an Award Agreement (as such may be amended from time to time) that sets forth the terms, conditions, restrictions, and limitations applicable to the Award, including, but not limited to, the provisions governing vesting, exercisability, payment, forfeiture, cancellation, and termination of employment, all or some of which may be incorporated by reference into one or more other documents delivered or otherwise made available to a Participant in connection with an Award. The Committee need not require the formal execution or acceptance of such document by the Participant, in which case acceptance of any benefit of the Award by the Participant shall constitute agreement by the Participant to the terms, conditions, restrictions, and limitations set forth in the Plan and the Award Agreement as well as the administrative guidelines and practices of the Company in effect from time to time. Any assertion by an Employee that any term, condition, limitation, or restriction of the Award as specified in the Award Agreement is invalid or not binding on such Employee because of his or her non-acceptance of the Award Agreement (or any portion thereof) shall be deemed a refusal of the Award and the Employee shall cease to be a Participant with respect to the Award, which shall be immediately cancelled. Each Award Agreement shall provide for forfeiture or cancellation of unvested Awards if it is determined that a Participant engaged in Gross Misconduct on or prior to a vesting date.

13. Tax Withholding

Participants shall be solely responsible for any applicable taxes (including without limitation income, payroll, and excise taxes) and penalties, and any interest that accrues thereon, which they incur under applicable law in connection with the receipt, vesting, or exercise of any Award. The Company and its Subsidiaries shall have the right to require payment of, or may deduct from any payment made under the Plan or otherwise to a Participant, or may permit or require shares to be tendered or sold (including shares of Common Stock delivered or vested in connection with an Award) in an amount sufficient to cover withholding of, any federal, state, local, foreign, or other governmental taxes or charges required by law, or hypothetical taxes required to be paid by a Participant pursuant to a tax-equalization policy for expatriate employees, and to take such other action as may be necessary to satisfy any such withholding or payment obligations. The value of any shares allowed to be withheld or tendered for tax withholding may not exceed the amount allowed consistent with fixed plan accounting in accordance with GAAP, to the extent applicable. To the extent that a number of shares of Common Stock sufficient to satisfy a tax withholding obligation of the Company may not be withheld (whether because the Award has not vested in full pursuant to its terms, administrative procedures in effect at such time, applicable accounting principles, or any other reason), it shall be a condition to the obligation of the Company to issue shares of Common Stock upon the exercise of an Option or a SAR, or in settlement of any vested Award, that a Participant pay to the Company, on demand,

such amount as may be requested by the Company for the purpose of satisfying any actual tax withholding (or hypothetical tax) liability. If the amount is not timely paid to the Company in cash by such Participant, the Company may cancel the Award and refuse to issue such shares.

14. Repayment Obligations and Right of Set-Off

- (a) If the Committee determines that all conditions to vesting and payment or distribution of an Award (or any portion thereof), or the vesting and exercisability of an Option or SAR (or any portion thereof), were not satisfied in full on the scheduled vesting date (including but not limited to, any Performance Condition), the Committee shall cancel such vesting and refuse to issue or distribute shares or cash and immediately terminate the Participant's rights with respect to such Award (or improperly vested portion thereof). If any such Award (or portion thereof) has already been paid, distributed, or exercised, the Participant shall be obligated, upon demand, to: (i) in the case of an improperly vested Stock Award, return the amount of any cash payment received in settlement of the Stock Award (or improperly vested portion thereof), or if settled in shares, the number of shares of Common Stock issued in settlement of the Stock Award (or improperly vested portion thereof), or make a cash payment in an amount equal to the Fair Market Value of such shares on their vesting date, if greater than their Fair Market Value on the date they are due to be returned to the Company; or (ii) in the case of an improperly exercised Option or SAR, make a cash payment in an amount equal to the gain realized upon exercise of such Option or SAR (or improperly vested or exercised portion thereof), in each case, without reduction for any shares of Common Stock or cash withheld or paid to satisfy withholding tax or hypothetical tax obligations in connection with such Awards or any other obligation of the Participant.
- (b) To the extent not prohibited by applicable law, and consistent with the requirements of Section 409A of the Code, if applicable, the Company will have the right to offset against its obligation to deliver vested shares of Common Stock or make any vested cash payment pursuant to any Award granted under the Plan: (i) any amounts paid by the Company or a Subsidiary to a third party pursuant to any award, judgment, or settlement of a complaint, arbitration, or lawsuit of which a Participant was the subject; and (ii) any outstanding amounts (including, without limitation, travel and entertainment or advance account balances, loans, repayment obligations under any Awards granted under the Plan, or awards granted under any other plan, or any obligations pursuant to a tax-equalization or housing allowance policy or other expatriate benefit) that a Participant then owes to the Company or a Subsidiary.

15. Other Benefit and Compensation Programs

Awards granted under the Plan and amounts received upon vesting or exercise of an Award shall not be deemed a part of a Participant's regular, recurring compensation for purposes of calculating payments or benefits under any Company benefit plan or severance program unless specifically provided for under the plan or program. Unless specifically set forth in an Award Agreement, Awards under the Plan are not intended as payment for compensation that otherwise would have been delivered in cash, and even if so intended, such Awards shall be subject to such vesting requirements and other terms, conditions, restrictions, and limitations as may be provided in the Award Agreement.

16. Unfunded Plan

Unless otherwise determined by the Committee, the Plan shall be unfunded and shall not create (or be construed to create) a trust or a separate fund or funds. The Plan shall not establish any fiduciary relationship between the Company and any Participant or other person. To the extent that any Participant holds any rights by virtue of an Award granted under the Plan, such rights shall constitute general unsecured liabilities of the Company and shall not confer upon any Participant or any other person or entity any right, title, or interest in any assets of the Company.

17. Expenses of the Plan

The expenses of the administration of the Plan shall be borne by the Company and its Subsidiaries. The Company may require Subsidiaries to pay for the Common Stock issued under the Plan to Participants employed (or formerly employed) by such Subsidiaries.

18. Rights as a Stockholder

Unless the Committee determines otherwise, a Participant shall not have any rights as a stockholder with respect to shares of Common Stock covered by an Award until the date the Participant becomes the holder of record with respect to such shares. No adjustment will be made for dividends or other rights for which the record date is prior to such date, except as provided in Section 6(d) or Section 8.

19. Future Rights

No Employee shall have any claim or right to be granted an Award under the Plan. There shall be no obligation of uniformity of treatment of Employees under the Plan. Further, the Company and its Subsidiaries may adopt other compensation programs, plans, or arrangements as they deem appropriate or necessary. The adoption of the Plan or the granting of any Award shall not confer upon any Employee any right to continued employment in any particular position or at any particular rate of compensation, nor shall it interfere in any way with the right of the Company or a Subsidiary to terminate the employment of its Employees at any time, free from any claim or liability under the Plan. Unless expressly provided otherwise elsewhere in the Plan or in an Award Agreement, Awards under the Plan shall be made in anticipation of future service and/or subject to other vesting conditions and will not be earned until all conditions to vesting have been satisfied.

20. Amendment and Termination

The Plan may be amended, suspended, or terminated at any time by the Committee, provided that no amendment shall be made without stockholder approval, if it would (a) materially increase the number of shares available under the Plan (other than pursuant to Section 6(d)), (b) materially expand the types of awards available under the Plan, (c) materially expand the class of persons eligible to participate in the Plan, (d) materially extend the term of the Plan, (e) materially change the method of determining the exercise price of an Award, (f) delete or limit the Plan's prohibition against Repricing, or (g) otherwise require approval by the stockholders of the Company in order to comply with applicable law or the rules of the New York Stock Exchange (or, if the Common Stock is not traded on the New York Stock Exchange, the principal national securities exchange upon which the Common Stock is then traded or quoted). No such amendment referred to above shall be effective unless and until it has been approved by the stockholders of the Company. The Committee retains the right to modify an Award without a Participant's prior consent if it determines that the modification is required to comply with applicable law, regulation, or regulatory guidance (including applicable tax law). Except as may be provided by Section 7(e), Section 11, and this Section 20, any other adverse modification shall not be effective without the Participant's written consent. The Company shall furnish or make available to Participants a written notice of any modification through a brochure, prospectus supplement, or otherwise, which notice shall specify the effective date of such modification.

21. Successors and Assigns

The Plan and any applicable Award Agreement entered into under the Plan shall be binding upon and inure to the benefit of the respective successors and permitted assigns of Participants, including, without limitation, the executors, administrators, or trustees of a Participant's estate, or any receiver or trustee in bankruptcy or representative of a Participant's creditors.

22. Governing Law

The Plan and all Award Agreements entered into under the Plan shall be construed in accordance with and governed by the laws of the State of New York, except that any principles or provisions of New York law that would apply the law of another jurisdiction (other than applicable provisions of U.S. federal law) shall be disregarded. Notwithstanding the foregoing, matters with respect to indemnification, delegation of authority under the Plan, and the legality of shares of Common Stock issued under the Plan, shall be governed by the Delaware General Corporation Law.

23. Tax Compliance

Awards granted hereunder shall comply with or be exempt from Section 409A of the Code, unless otherwise determined by the Committee. If, pursuant to any Award that is subject to Section 409A of the Code, a Participant is entitled to receive a payment on a specified date, such payment shall be deemed made as of such specified date if it is made (a) not earlier than 30 days before such specified date, and (b) not later than December 31 of the year in which such specified date occurs or, if later, the fifteenth day of the third month following such specified date; provided that the Participant shall not be permitted, directly or indirectly, to designate the taxable year in which such payment is made. If, pursuant to any Award that is subject to Section 409A of the Code, a Participant is entitled to a series of installment payments, such Participant's right to the series of installment payments shall be treated as a right to a series of separate payments and not as a right to a single payment. For purposes of the preceding sentence, the term "series of installment payments" has the same meaning as provided in Section 1.409A-2(b)(2)(iii) of the regulations promulgated under the Code. Notwithstanding any provision of this Plan to the contrary, in no event shall the Company or any Subsidiary be liable to a Participant on account of an Award's failure to (a) qualify for favorable U.S. or foreign tax treatment, or (b) avoid adverse tax treatment under U.S. or foreign law, including, without limitation, Sections 409A and 457A of the Code.

24. Severability

If any provision of this Plan is finally held to be invalid, illegal, or unenforceable (whether in whole or in part), such provision shall be deemed modified to the extent, but only to the extent, of such invalidity, illegality, or unenforceability, and the remaining provisions shall not be affected thereby; provided that, if any such provision is finally held to be invalid, illegal, or unenforceable because it exceeds the maximum scope determined to be acceptable to permit such provision to be enforceable, such provision shall be deemed modified to the minimum extent necessary in order to make such provision enforceable.

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